MAC CHARLES (INDIA) LTD.
CIN No. L55101KA1979PLC003620

Regd. Office:
1st Floor, Embassy Point
150 Infantry Road,
Bangalore – 560 001

Phone:080-4903 0000/Extn: 3490
Email: investor.relations@maccharlesindia.com
website: www.maccharlesindia.com

To

The General Manager- Listing
BSE Limited
24th Floor, P J Towers, Dalal Street, Fort
Mumbai - 400001

August 19, 2022

Dear Sir/Madam,

Sub: Regulation 34 of SEBI LODR Submission of Annual Report for the FY 2021-22:

Pursuant to Regulation 34 of SEBI LODR Regulation 2015 we enclose herewith the Annual Report of the Company for the Financial Year 2021-22.

We request you to take on record of the same.

Thanking you,

For **MAC Charles (India) Limited**

CHANDANA SARWESWARARAO NAIDU
Digitally signed by CHANDANA SARWESWARARAO NAIDU
Date: 2022.08.19 16:44:15 +05'30'

Chandana Naidu
Company Secretary and Compliance Officer

MAC CHARLES (INDIA) LIMITED

42ND ANNUAL REPORT

2021-2022

BOARD OF DIRECTORS

Mr. P. B. Appiah	**Independent Director**
Mr. Suresh Vaswani	**Independent Director**
Ms. Tanya Girdhar John	**Independent Director**
Mr. P.R.Ramakrishnan	**Director**
Mr. Aditya Virwani	**Director**
Mr. Sartaj Sewa Singh	**Director**

COMPANY SECRETARY
Ms. Chandana Naidu

CHIEF FINANCIAL OFFICER

Mr. Pranesha K Rao

REGISTERED OFFICE

1st Floor, Embassy Point, 150 Infantry Road,
Bengaluru - 560 001
Tel : 080-49030000/Extn:3490
Fax : -
CIN : L55101KA1979PLC003620
website : www.maccharlesindia.com
e-mail : investor.relations@maccharlesindia.com

PRINCIPAL BANKERS
HDFC Bank Ltd.

I N D E X

REGISTRARS &
SHARE TRANSFER AGENTS
BgSE Financials Limited
Registrar & Transfer Agent (RTA Division)
No.51, 1st Cross, JC Road
Bengaluru – 560027
Tel: 080-4132 9661, 4140 5259
Fax: 080 – 4157 5232
Email: cs_rta@bfsl.co.in

GRIEVANCE REDRESSAL DIVISION:

Ms. Chandana Naidu
Company Secretary and Compliance Officer
Tel : 080-4903 0000/Extn: 3490
Email: investor.relations@maccharlesindia.com

AUDITORS

Walker Chandiok & Co. LLP
Chartered Accountants
5th Floor, No.65/2, Block "A",
Bagmane Tridib, Bagmane
C V Raman Nagar,
Bengaluru 560093
T+ 91 80 4243 0700
F +91 80 4126 1228

42nd Annual General Meeting of ***MAC CHARLES (INDIA) LTD.*** *will be held on* ***16th September,2022*** *the* ***3:30 P.M.*** *at via Video Conferencing ("VC") or Other Audio Visual Means("OAVM")*

Note:
In accordance with, the General Circular No. 20/2020 dated May 5, 2020 issued by MCA and Circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated May 12, 2020 issued by SEBI, the financial statements including Report of Board of Directors, Auditor's report or other documents required to be attached therewith and the Notice of AGM are being sent in electronic mode to Members whose e-mail address is registered with the Company or the Depositories/Depository Participant(s).

NOTICE OF FORTY-SECOND (42nd) ANNUAL GENERAL MEETING

NOTICE is hereby given that the Forty Second (42nd) Annual General Meeting of the members of M/s. Mac Charles (India) Limited will be on Friday September 16,2022 AT 3:30 P.M. through Video Conferencing ("VC") or Other Audio Visual Means("OAVM") organised by the Company to transact following businesses:

SL. NO(S)	PARTICULAR(S)
A. **ORDINARY BUSINESSES:**	
Item no. 1	To consider and adopt (a) the audited financial statements of the Company for the financial year ended March 31, 2022 and the reports of the Board of Directors and Auditors thereon; and (b) the audited consolidated financial statements of the Company for the financial year ended March 31, 2022 and the report of Auditors thereon
Item No.2	To appoint Mr. P.R.Ramakrishnan (DIN 00055416), who retires by rotation and being eligible, offers himself for re-appointment as a Director.
B. SPECIAL BUSINESS:	
Item No.3	Appointment of Mr. Sartaj Sewa Singh as Whole Time Director of the Company for a Period of One year and payment of Remuneration

A. ORDINARY BUSINESS:

1. **To consider and adopt (a) the audited financial statements of the Company for the financial year ended March 31, 2022 and the reports of the Board of Directors and Auditors thereon; and (b) the audited consolidated financial statements of the Company for the financial year ended March 31, 2022 and the report of Auditors thereon.**

To consider and if thought fit, to pass the following resolution as an Ordinary resolution:

a. "**RESOLVED THAT** the audited financial statements of the Company for the financial year ended March 31, 2022 and the reports of the Board of Directors and Auditors thereon laid before this meeting, be and are hereby considered and adopted."

b. "**RESOLVED THAT** the audited consolidated financial statements of the Company for the financial year ended March 31, 2022 and the report of Auditors thereon laid before this meeting, be and are hereby considered and adopted."

2. **To appoint Mr. P.R.Ramakrishnan (DIN 00055416), who retires by rotation and being eligible, offers himself for re-appointment as a Director:**

To consider and if thought fit, to pass the following resolution as an Ordinary resolution:

"**RESOLVED THAT** pursuant to the provisions of Section 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013, Mr. P.R.Ramakrishnan (DIN 00055416), who retires by rotation at this AGM and being eligible has offered himself for re-appointment, be and is hereby re-appointed as a Director of the Company, who shall be liable to retire by rotation."

SPECIAL BUSINESS:

3. **Appointment of Mr. Sartaj Sewa Singh as a Whole Time Director of the Company for a Period of One Year and Payment of Remuneration:**

To consider and if thought fit, to pass the following resolution with or without modification, as a **SPECIAL RESOLUTION**

"**RESOLVED THAT** Mr. Sartaj Sewa Singh (DIN: 01820913), who was appointed as an Additional Director on the Board of Directors of the Company, pursuant to Section 161 of the Companies Act, 2013 ('the Act') with effect from June 29, 2022 and who will hold office upto the date of this Annual General Meeting, and in respect of whom the Company has received a notice in writing from a Member proposing his candidature for the office of Director pursuant to Section 160 of the Companies Act, 2013 be and is hereby appointed as a Director of the Company."

"RESOLVED FURTHER THAT pursuant to the provisions of Section 196, 197, 198, 200, 202 and 203 and other applicable provisions, if any, of the Companies Act 2013 ("Act") read with Section II of Part II of Schedule V and other applicable provisions, if any, of the Act, the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and subject to such consents, permissions, approvals, if any required from any appropriate authority, and pursuant to the recommendation made by the Nomination and Remuneration Committee ("NRC") and the approval granted by the Board of Directors ("Board"), at their respective meetings held on August 09, 2022, approval of the Members of the Company be and is hereby accorded for appointment of Mr. Sartaj Sewa Singh (DIN 01820913) as a Whole Time Director of the Company for a term of 1 (One) years with effect from August 09, 2022 and who shall not be liable to retire by rotation at a remuneration including other benefits and on the terms and conditions set forth hereunder, with the authority to the Board/NRC to alter/vary the terms and conditions of the said appointment including as to without any further reference to the shareholders of the Company, as may be deemed fit and fix the quantum, composition and periodicity of the remuneration payable to the said Mr. Sartaj Sewa Singh, subject however that the remuneration after alteration/variation shall not exceed the limit prescribed under Section 197 read with Schedule V of the Act :

1. **Consolidated Salary:** Rs. 50,00,000 per annum (payable in the form of an all inclusive Consolidated Basic Pay)

2. Mr. Sartaj Sewa Singh shall not be liable to retire by rotation.

3. **Other Benefits:**

   - Group Mediclaim Insurance
   - Cancer Sheild Insurance
   - Laptop Datacard and Phone

4. **Minimum Remuneration:**

In the event of loss or inadequacy of profits in any financial year, the above terms of remuneration and other perquisites will be payable as minimum remuneration, subject to Section II of Schedule V to the Companies Act, 2013.

5. The appointment can be terminated from either side on communication of prior notice of 3 months and in case of any shortage of adequate notice of 3 months, remuneration for the period of shortfall shall be payable.

RESOLVED FURTHER THAT approval of the Members of the Company be and is hereby accorded where in the event of no profits or inadequate profits in any financial year during the currency of the tenure of Mr. Sartaj Sewa Singh, for payment of the aforesaid remuneration as minimum remuneration subject however that such minimum remuneration shall not exceed the limit prescribed under Section II of Part II of Schedule V of the Act".

By Order of the Board of Directors
For **MAC CHARLES (INDIA) LIMITED**

Sd/-

Chandana Naidu
Company Secretary
Membership No.A25570

Place: Bengaluru
Date: 09.08.2022

Registered office & Website site and Email ID
1st Floor, Embassy Point, 150 Infantry Road, Bangalore - 560001
www.maccharlesindia.com
investor.relations@maccharles.com

NOTES:

1. In view of the COVID-19 pandemic, the Ministry of Corporate Affairs ('MCA') issued General Circular Nos.14/2020 dated 8th April 2020 , 17/2020 dated April 13, 2020 and 20/2020 dated , 5th May 2020, respectively and by General Circular No. 02/2021 dated 13th January 2021, General Circular No 20/21 dated December 08, 2021 and General Circular No 02/2022 dated May 05, 2022 allowed companies to conduct their AGMs on or before 31.12.2022, in accordance with the requirements provided in paragraphs 3 and 4 of the General Circular No. 20/2020 ("MCA Circulars"). The Securities and Exchange Board of India ('SEBI') also issued Circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated 12th May 2020,. SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated January 15, 2021 and SEBI/HO/CFD/CMD2/CIR/P/2022/62 dated May 13, 2022 ("SEBI Circulars"). In compliance with these Circulars, provisions of the Act and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), the 42nd AGM of the Company is being held through VC / OAVM facility, which does not require physical presence of members at a common venue. The deemed venue for the 42nd t AGM shall be the Registered Office of the Company .Central Depository Services (India) Limited ('CDSL') has provided the facility for voting through remote e-voting, for participation in the AGM through VC / OAVM facility and e-voting during the AGM. The procedure for participating in the meeting through VC / OAVM is explained at Note No. (7) to (12) below and is also available on the website of the Company www.maccharlesindia.com.
2. As the AGM shall be conducted through VC / OAVM, the facility for appointment of Proxy by the Members is not available for this AGM pursuant to the MCA Circular No 14/2020 dated April 8, 2020 and hence the Proxy Form and Attendance Slip including Route Map are not annexed to this Notice.
3. Institutional / Corporate Shareholders (i.e. other than individuals / HUF, NRI, etc.) are required to send a scanned copy (PDF/JPG Format) of its Board or governing body Resolution/Authorization etc., authorizing its representative to attend the AGM through VC / OAVM on its behalf and to vote through remote e-voting, as provided in Section 113 of the Companies Act, 2013. The said Resolution/Authorization shall be sent by email through its registered email address to investor.relations@maccharlesindia.com with a copy marked to evoting@cdsl.co.in.
4. In accordance with, the General Circular No. 20/2020 dated May 5, 2020 issued by MCA and Circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated May 12, 2020 and SEBI/HO/CFD/CMD2/CIR/P/20220/62 dated May 13, 2022 issued by SEBI, the financial statements including Report of Board of Directors, Auditor's report or other documents required to be attached therewith and the Notice of AGM are being sent in electronic mode to Members whose e-mail address is registered with the Company or the Depositories/Depository Participant(s).
5. **Process for registration of email id for obtaining Annual Report and user id/password for e-voting**: Members holding shares in physical mode and who have not updated their email addresses with the Company are requested to update their email addresses by writing to the Registrar and Transfer Agents of the Company BgSE Financials Limited at avp_rta@bfsl.co.in along with the copy of the signed request letter mentioning the name and address of the Member, scanned copy of the share certificate (front and back), self-attested copy of the PAN card and self-attested copy of any document (eg.: Driving License, Election Identity Card, Passport) in support of the address of the Member. Members holding shares in dematerialised mode are requested to register/update their email addresses with the relevant Depository Participants. In case of any queries/difficulties in registering the e-mail address, Members may write to avp_rta@bfsl.co.in
6. The Notice of AGM along with Annual Report for the financial year 2021-22 is available on the website of the Company at www.maccharlesindia.com on the website of Stock Exchanges i.e. BSE Limited.

PROCEDURE FOR JOINING THE AGM THROUGH VC / OAVM:

7. The Members will be able to attend the AGM through VC/OAVM or view the webcast of AGM provided by CDSL at https://www.evoting.cdsl.com by using their remote e-voting login credentials and selecting the EVSN for Company's AGM. The link for VC / OAVM will be available in Members login where the EVSN of Company will be displayed. Please note that the Members who do not have the User ID and Password for e-voting or have forgotten the User ID and Password may retrieve the same by following the remote e-voting instructions mentioned in the notice. Further Members can also use the OTP based login for logging into the e-voting system of CDSL.

8. The facility of joining the AGM through VC/OAVM shall open 15 minutes before the time scheduled for the AGM and will be available for Members on first come first served basis. The Members can join the AGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC/OAVM will be made available to atleast 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the AGM without restriction on account of first come first served basis.

9. If a member has any queries or issues regarding attending AGM & e-Voting from the eVoting System, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at www.evotingindia.com, under help section or write an email to helpdesk.evoting@cdslindia.com or contact Mr. Nitin Kunder (022- 23058738) or Mr. Mehboob Lakhani (022-23058543) or Mr. Rakesh Dalvi (022-23058542).

   All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Manager, (CDSL,) Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to helpdesk.evoting@cdslindia.com or call on 022-23058542/43.

   Members who need assistance before or during the AGM can contact CDSL on the aforesaid contact numbers and email Ids.

   Please note that participants connecting from Mobile devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to fluctuation in their respective network. It is therefore recommended to use stable Wi-Fi or LAN connection to mitigate any kind of aforesaid glitches. In line with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated April 13, 2020, the Notice calling the AGM has been uploaded on the website of the Company at www.maccharlesindia.com. The Notice can also be accessed from the websites of the Stock Exchange i.e. BSE Limited at www.bseindia.com. The AGM Notice is also disseminated on the website of CDSL (agency for providing the Remote e-Voting facility and e-voting system during the AGM i.e. www.evotingindia.com

10. The Members attending the AGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.

PROCEDURE TO RAISE QUESTIONS DURING ANNUAL GENERAL MEETING:

11. Members who would like to express their views or ask questions during the AGM may register themselves as a speaker by sending their request from their registered email address mentioning their name, demat account number/folio number, email Id, PAN, mobile number at investor.relations@maccharlesindia.com from Tuesday September 13,2022 (10:00 A.M. IST) to Thursday September 15,2022 (5:00 P.M. IST). Those Members who have registered themselves as a speaker

will only be allowed to express their views/ask questions during the AGM. The Company reserves the right to restrict the number of speakers depending on the availability of time for the AGM. The shareholders who do not wish to speak during the AGM but have queries may send their queries in advance **at least seven days prior to meeting** mentioning their name, demat account number/folio number, email id, mobile number at (company email id). These queries will be replied to by the company suitably by email.

PROCEDURE FOR REMOTE E-VOTING AND E-VOTING DURING THE AGM:

1. As you are aware, in view of the situation arising due to COVID-19 global pandemic, the general meetings of the companies shall be conducted as per the guidelines issued by the Ministry of Corporate Affairs (MCA) vide Circular No. 14/2020 dated April 8, 2020, Circular No.17/2020 dated April 13, 2020 and Circular No. 20/2020 dated May 05, 2020. The forthcoming AGM will thus be held through video conferencing (VC) or other audio visual means (OAVM). Hence, Members can attend and participate in the ensuing AGM through VC/OAVM.
2. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and MCA Circulars dated April 08, 2020, April 13, 2020 and May 05, 2020 the Company is providing facility of remote e-voting to its Members in respect of the business to be transacted at the AGM. For this purpose, the Company has entered into an agreement with Central Depository Services (India) Limited (CDSL) for facilitating voting through electronic means, as the authorized e-Voting's agency. The facility of casting votes by a member using remote e-voting as well as the e-voting system on the date of theAGM will be provided by CDSL.
3. The Members can join the AGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC/OAVM will be made available to atleast 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the /AGM without restriction on account of first come first served basis.
4. The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of ascertaining the quorum under Section 103 of the Companies Act, 2013.
5. Pursuant to MCA Circular No. 14/2020 dated April 08, 2020, , the facility to appoint proxy to attend and cast vote for the members is not available for this AGM. However, in pursuance of Section 112 and Section 113 of the Companies Act, 2013, representatives of the members such as the President of India or the Governor of a State or body corporate can attend the AGM through VC/OAVM and cast their votes through e-voting.
6. In line with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated April 13, 2020, the Notice calling the AGM has been uploaded on the website of the Company at www.maccharlesindia.com . The Notice can also be accessed from the websites of the Stock Exchanges i.e. BSE Limited at www.bseindia.com. The AGM Notice is also disseminated on the website of CDSL (agency for providing the Remote e-Voting facility and e-voting system during the AGM) i.e. www.evotingindia.com.
7. The AGM has been convened through VC/OAVM in compliance with applicable provisions of the Companies Act, 2013 read with MCA Circular No. 14/2020 dated April 8, 2020 and MCA Circular No. 17/2020 dated April 13, 2020 and MCA Circular No. 20/2020 dated May 05, 2020.
8. The Ministry of Corporate Affairs, in continuation of their **General Circular No. 20/2020**, dated 05th May, 2020, 02/2021 dated January 13, 2021, No 19/2021 dated December 08, 2021, No

21/2021 dated December 14, 2021 and No. 2/2022 dated May 05, 2022 and after due examination, decided to allow companies, whose AGMs are due in the year 2022 to conduct their AGMs, on or before 31.12.2022, in accordance with the requirements provided in paragraphs 3 and 4 of the General Circular No. 20/2020.

THE INTRUCTIONS OF SHAREHOLDERS FOR E-VOTING AND JOINING VIRTUAL MEETINGS ARE AS UNDER:

Step 1: Access through Depositories CDSL/NSDL e-Voting system in case of individual shareholders holding shares in demat mode.

Step 2: Access through CDSL e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode.

(i) The voting period begins on 10-00 AM on Tuesday, September 13, 2022 and ends at 05-00 PM on Thursday, the September 15, 2022.. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of <Record Date> may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.

(ii) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.

(iii) Pursuant to SEBI Circular No. **SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 09.12.2020,** under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders' resolutions. However, it has been observed that the participation by the public non-institutional shareholders/retail shareholders is at a negligible level.

Currently, there are multiple e-voting service providers (ESPs) providing e-voting facility to listed entities in India. This necessitates registration on various ESPs and maintenance of multiple user IDs and passwords by the shareholders.

In order to increase the efficiency of the voting process, pursuant to a public consultation, it has been decided to enable e-voting to **all the demat account holders**, **by way of a single login credential, through their demat accounts/ websites of Depositories/ Depository Participants**. Demat account holders would be able to cast their vote without having to register again with the ESPs, thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-voting process.

Step 1: Access through Depositories CDSL/NSDL e-Voting system in case of individual shareholders holding shares in demat mode.

(iv) In terms of SEBI circular **no. SEBI/HO/CFD/CMD/CIR/P/2020/242** dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Pursuant to abovesaid SEBI Circular**,** Login method for e-Voting and joining virtual meetings **for Individual shareholders holding securities in Demat mode CDSL/NSDL** is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with **CDSL Depository**	1) Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are https://web.cdslindia.com/myeasi/home/login or visit www.cdslindia.com and click on Login icon and select New System Myeasi. 2) After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers i.e. CDSL/NSDL/KARVY/LINKINTIME, so that the user can visit the e-Voting service providers' website directly. 3) If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration 4) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page or click on https://evoting.cdslindia.com/Evoting/EvotingLogin The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.
Individual Shareholders holding securities in demat mode with **NSDL Depository**	1) If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsdl.com either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

	2) If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select "Register Online for IDeAS "Portal or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp 3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.
Individual Shareholders (holding securities in demat mode) login through their **Depository Participants (DP)**	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. CDSL and NSDL

Login type	**Helpdesk details**
Individual Shareholders holding securities in Demat mode with **CDSL**	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 22 55 33
Individual Shareholders holding securities in Demat mode with **NSDL**	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30

Step 2 : Access through CDSL e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode.

(v) Login method for e-Voting and joining virtual meetings for **Physical shareholders and shareholders other than individual holding in Demat form.**

1) The shareholders should log on to the e-voting website www.evotingindia.com.
2) Click on "Shareholders" module.
3) Now enter your User ID
   a. For CDSL: 16 digits beneficiary ID,
   b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
   c. Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.
4) Next enter the Image Verification as displayed and Click on Login.
5) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier e-voting of any company, then your existing password is to be used.
6) If you are a first-time user follow the steps given below:

	For Physical shareholders and other than individual shareholders holding shares in Demat.
PAN	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) • Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company/RTA.
Dividend Bank Details **OR** Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login. • If both the details are not recorded with the depository or company, please enter the member id / folio number in the Dividend Bank details field.

(vi) After entering these details appropriately, click on "SUBMIT" tab.

(vii) Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

(viii) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.

(ix) Click on the EVSN for the relevant <Company Name> on which you choose to vote.

(x) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.

(xi) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.

(xii) After selecting the resolution, you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.

(xiii) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.

(xiv) You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.

(xv) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.

(xvi) There is also an optional provision to upload BR/POA if any uploaded, which will be made available to scrutinizer for verification.

(xvii) **Additional Facility for Non – Individual Shareholders and Custodians –For Remote Voting only.**

- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to www.evotingindia.com and register themselves in the "Corporates" module.
- A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
- After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
- The list of accounts linked in the login will be mapped automatically & can be delink in case of any wrong mapping.
- It is Mandatory that, a scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- Alternatively Non Individual shareholders are required mandatory to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at the email address viz; umeshmaskeri@gmail.com or investor.relations@maccharlesindia.com_ (designated email address by company) , if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

INSTRUCTIONS FOR SHAREHOLDERS ATTENDING THE AGM THROUGH VC/OAVM & E-VOTING DURING MEETING ARE AS UNDER:

1. The procedure for attending meeting & e-Voting on the day of the AGM is same as the instructions mentioned above for e-voting.
2. The link for VC/OAVM to attend meeting will be available where the EVSN of Company will be displayed after successful login as per the instructions mentioned above for e-voting.
3. Shareholders who have voted through Remote e-Voting will be eligible to attend the meeting. However, they will not be eligible to vote at the AGM.
4. Shareholders are encouraged to join the Meeting through Laptops / IPads for better experience.
5. Further shareholders will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
6. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
7. Shareholders who would like to express their views/ask questions during the meeting may register themselves as a speaker by sending their request in advance atleast seven **days prior to meeting** mentioning their name, demat account number/folio number, email id, mobile number at (company email id). The shareholders who do not wish to speak during the AGM but have queries may send their queries in advance_**seven days prior to meeting** mentioning their name, demat account number/folio number, email id, mobile number at (company email id). These queries will be replied to by the company suitably by email.
8. Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.
9. Only those shareholders, who are present in the AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system available during the AGM.
10. If any Votes are cast by the shareholders through the e-voting available during the AGM and if the same shareholders have not participated in the meeting through VC/OAVM facility, then the votes cast by such shareholders may be considered invalid as the facility of e-voting during the meeting is available only to the shareholders attending the meeting.

PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL/MOBILE NO. ARE NOT REGISTERED WITH THE COMPANY/DEPOSITORIES.

1. For Physical shareholders- please provide necessary details like Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to **Company/RTA email id**.
2. For Demat shareholders -, Please update your email id & mobile no. with your respective **Depository Participant (DP)**
3. For Individual Demat shareholders – Please update your email id & mobile no. with your respective Depository Participant (DP) which is mandatory while e-Voting & joining virtual meetings through Depository.

If you have any queries or issues regarding attending AGM & e-Voting from the CDSL e-Voting System, you can write an email to helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 22 55 33

11. All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Sr. Manager, (CDSL,) Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to helpdesk.evoting@cdslindia.com or call toll free no. 1800 22 55 33.
12. Members may cast their votes on electronic voting system from any place (remote e-voting). The remote e-voting period commences on Tuesday September 13,2022 (10:00 A.M. IST) and ends on Thursday September 15,2022 (5:00 P.M.. IST). During this period, Members holding shares either in physical form

or in dematerialized form, as on September 09,2022 i.e. cut-off date, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.

13. The Board of Directors at its meeting held on August 09,2022 has appointed Mr. Umesh P. Maskeri , Practicing Company Secretary (Membership No. 4831 and CP No. 12074) as the Scrutinizer to scrutinize the voting during the AGM and remote e-voting process in a fair and transparent manner.
14. Members attending the AGM who have not cast their vote by remote e-voting shall be eligible to cast their vote through e-voting during the AGM. The Members who have cast their vote by remote e-voting prior to the AGM may also attend/ participate in the AGM through VC / OAVM but shall not be entitled to cast their vote again.
15. The voting rights of Members shall be in proportion to their shares in the paid-up equity share capital of the Company as on the cut-off date. A person who is not a Member as on the cut-off date should treat this Notice of AGM for information purpose only.

Any person, who acquires shares of the Company and becomes a Member of the Company after sending of the Notice and holding shares as of the cut-off date, may obtain the login ID and password by sending a request at evoting@cdsl.co.in. However, if he/she is already registered with CDSL for remote e-voting then he/she can use his/her existing User ID and password for casting the vote.

PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL ADDRESSES ARE NOT REGISTERED WITH THE DEPOSITORIES FOR OBTAINING LOGIN CREDENTIALS FOR E-VOTING FOR THE RESOLUTIONS PROPOSED IN THIS NOTICE:

1. For Physical shareholders- please provide necessary details like Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to **Company/RTA email id**.
2. For Demat shareholders -, please provide Demat account detials (CDSL-16 digit beneficiary ID or NSDL-16 digit DPID + CLID), Name, client master or copy of Consolidated Account statement, PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) to **Company/RTA email id**.

INSTRUCTIONS FOR SHAREHOLDERS ATTENDING THE AGM THROUGH VC/OAVM ARE AS UNDER:

11. Shareholder will be provided with a facility to attend the AGM through VC/OAVM through the CDSL e-Voting system. Shareholders may access the same at https://www.evotingindia.com under shareholders/members login by using the remote e-voting credentials. The link for VC/OAVM will be available in shareholder/members login where the EVSN of Company will be displayed.
12. Shareholders are encouraged to join the Meeting through Laptops / IPads for better experience.
13. Further shareholders will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
14. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
15. Shareholders who would like to express their views/ask questions during the meeting may register themselves as a speaker by sending their request in advance atleast seven **days prior to meeting** mentioning their name, demat account number/folio number, email id, mobile number at (company email id). The shareholders who do not wish to speak during the AGM but have queries may send their queries in advance seven working **days prior to the date of AGM i.e. Wednesday September 07,2022** mentioning their name, demat account number/folio number, email id, mobile number at (company email id). These queries will be replied to by the company suitably by email.
16. Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.

INSTRUCTIONS FOR SHAREHOLDERS FOR E-VOTING DURING THE AGM ARE AS UNDER:-

1. The procedure for e-Voting on the day of the AGM is same as the instructions mentioned above for Remote e-voting.

2. Only those shareholders, who are present in the AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system available during the AGM.
3. If any Votes are cast by the shareholders through the e-voting available during the/AGM and if the same shareholders have not participated in the meeting through VC/OAVM facility , then the votes cast by such shareholders shall be considered invalid as the facility of e-voting during the meeting is available only to the shareholders attending the meeting.
4. Shareholders who have voted through Remote e-Voting will be eligible to attend the AGM. However, they will not be eligible to vote at the AGM.

(xviii) **Note for Non – Individual Shareholders and Custodians**

- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to www.evotingindia.com and register themselves in the "Corporates" module.
- A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
- After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
- The list of accounts linked in the login should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
- A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- Alternatively Non Individual shareholders are required to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at the email address viz; umeshmaskeri@gmail.com or investor.relations@maccharlesindia.com_) , if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

If you have any queries or issues regarding attending AGM & e-Voting from the e-Voting System, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at www.evotingindia.com, under help section or write an email to helpdesk.evoting@cdslindia.com or contact Mr. Nitin Kunder (022- 23058738) or Mr. Mehboob Lakhani (022-23058543) or Mr. Rakesh Dalvi (022-23058542).

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Manager, (CDSL,) Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to helpdesk.evoting@cdslindia.com or call on 022-23058542/43.

Other information:

16. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "Forgot User Details/Password?" or "Physical User Reset Password?" option available on www.evoting.cdsl.com to reset the password.
17. In case of any queries relating to e-voting, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of https://www.evoting.cdsl.com or call on toll free no.: __1800-200-5533 or send a request to helpdesk.evoting@cdslindia.com
18. The Scrutinizer shall, immediately after the conclusion of voting at the AGM, first count the votes cast during the AGM, thereafter unblock the votes cast through remote e-voting and make, not later than 48 hours of conclusion of the AGM, a consolidated Scrutinizer's Report of the total votes cast in favour or against, if any, to the Executive Director or a person authorised by him in writing, who shall countersign the same.
19. The results of the electronic voting shall be declared to theStock Exchanges after the conclusion of AGM. The results along with the Scrutinizer's Report, shall

also be placed on the website of the Company at www.maccharlesindia.com and on the website of CDSL https://www.evoting.cdsl.com immediately. The Company shall simultaneously forward the results to the BSE Limited, where the shares of the Company are listed.

20. The venue of the meeting shall be deemed to be the Registered Office of the Company at 1st Floor, 150 Infantry Road, Embassy Point, Bangalore – 560001.
21. All the documents referred to in the accompanying Notice and Explanatory Statements, shall be available for inspection through electronic mode, upon the request being sent on investor.relations@maccharlesindia.com from 10 AM on (date of despatch of notice of AGM) upto 5 PM on dd/mm/2020 (mention one day prior to the date of AGM)
22. Members seeking any information with regard to the accounts or any matter to be placed at the AGM, are requested to write to the Company at least seven working days i.e. on or before Wednesday September 07,2022 through email on investor.relations@maccharlesindia.com. The same will be replied by the Company suitably
23. Members who wish to claim dividends, which had remained unpaid are requested to contact the Registrar and Share Transfer Agents, BgSE Financials Limited. Members are requested to note that the amount of dividend which remains unclaimed for a period of 7 years from the date of such transfer to the unpaid dividend account of the Company, will be transferred along with the underlying shares to the Investor Education and Protection Fund (IEPF) as per Sections 124 and 125 of the Companies Act. Members are requested to claim their unclaimed dividends immediately to avoid transfer of the said dividends and underlying shares to the IEPF. Members may note that the dividend and shares transferred to IEPF could be claimed by the concerned shareholders from IEPF Authority after complying with the procedure prescribed under the Investors Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016.
24. As per the provisions of Section 72 of the Act, and Rule 19(1) of the Companies (Share Capital and Debentures) Rules, 2014, Members holding shares in physical form may file nomination in the prescribed Form SH.13 with BgSE Financials Limited. In respect of shares held in dematerialize form, the nomination may be filed with the respective Depository Participants. Members who are holding shares in a single name are adviced to avail the nomination facility on a priority basis to save the prospective legal heirs from hasles of going through the legal process.
25. SEBI has mandated that securities of listed companies can be transferred only in dematerialised form from April 01, 2019, except in case of transmission and transposition of securities. In view of the same and to avail various benefits of dematerialisation, Members are advised to dematerialise shares held by them in physical form and for ease in portfolio management.
26. The Securities and Exchange Board of India has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN to the Company / BgSE Financials Limited.
27. Details, as required in sub-regulation (3) of Regulation 36 of the Listing Regulations and Secretarial Standard on General Meeting (SS-2) of ICSI, in respect of the Director seeking re-appointment at the 42nd AGM, forms integral part of the Notice of the 42nd AGM. Requisite declarations have been received from the Director for seeking re-appointment.

By Order of the Board of Directors
For MAC CHARLES (INDIA) LIMITED
Sd/-
Chandana Naidu
Company Secretary
Membership No.A25570
Place: Bengaluru
Date: 09.08.2022

Registered office & Website site and Email ID
1st Floor, Embassy Point, 150 Infantry Road, Bangalore-560 001
www.maccharlesindia.com
investor.relations@maccharlesindia.com

EXPLANATORY STATEMENT

As required under Section 102 of the Companies Act, 2013 (“Act”) the following explanatory statement sets out all material facts relating to the business mentioned under Item No. (3) of the accompanying Notice dated August 09, 2022.

The Board of Directors on 29th June,2022 has appointed Mr. Sartaj Sewa Singh as an Additional Director.

Brief Information about Mr. Sartaj Sewa Singh

(i) Background details:

Mr. Sartaj Sewa Singh holds a Bachelor’s Degree in Economics from St. Stephen’s College, Delhi and an MBA from the Indian Institute of Management, Ahmedabad.

Mr. Sartaj Sewa Singh is a professional manager with over 35 years of experience in leading multinationals. After an initial 17 years with the British MNC, ICI India Limited he has held CEO positions in large multinationals like Cargill, Monsanto and FMC – where he was the founder employee & Managing Director of FMC India Private Limited since April 2000 and worked till April, 2015.

Mr. Singh joined Embassy Group, Bangalore as President – Hospitality Business in July 2015, where he represented the ownership in managing operating assets (Hilton at Embassy Golf Links & Four Seasons Hotel in Bangalore) and developed a strong pipeline of four hotel properties in various stages of construction, totaling a portfolio of over 1500 keys .

Mr. Singh was also responsible for overseeing the management & successful completion of the prestigious 1.3 M sq ft Embassy One mixed use development in Bangalore, which includes the Four Seasons Hotel, Four Seasons Private Residences, Pinnacle office tower, & Central Plaza retail.

Remuneration Proposed

Consolidated Salary:

1. Rs. 50,00,000 per annum (payable in the form of an all inclusive Consolidated Basic Pay)

2. Mr. Sartaj Sewa Singh shall not be liable to retire by rotation.

3. Other Benefits:

- Group Mediclaim Insurance
- Cancer Shield Insurance
- Laptop Datacard and Phone

4. Minimum Remuneration:

In the event of loss or inadequacy of profits in any financial year, the above terms of remuneration and other perquisites will be payable as minimum remuneration, subject to Section II of Schedule V to the Companies Act, 2013.

5. The appointment can be terminated from either side on communication of prior noticeof 3 months and in case of any shortage of adequate notice of 3 months, remunerationfor the period of shortfall shall be payable.

Annexure

Details of Directors seeking appointment and re-appointment as Directors at this Annual General Meeting pursuant to the provisions of Regulation 36(3) (Listing Obligations and Disclosure Requirements) Regulation, 2015 and Secretarial Standard-2 on General Meetings.

Particulars of the Director seeking re-appointment	
Name	Mr. Sartaj Sewa Singh
DIN	01820913
Date of Birth and Age	27-05-1957, 65 Years
Date of appointment	29th June,2022
Expertise in specific functional areas	Mr. Sartaj Sewa Singh is a professional manager with over 35 years of experience in leading multinationals. After an initial 17 years with the British MNC, ICI India Limited he has held CEO positions in large multinationals like Cargill, Monsanto and FMC – where he was the founder employee & Managing Director of FMC India Private Limited since April 2000 and worked till April, 2015. Mr. Singh joined Embassy Group, Bangalore as President – Hospitality Business in 2015 and has taken the business to greater heights totaling a portfolio of over 1500 keys.
Directorship held in public and private companies (excluding foreign companies)	Crystal Crop Protection Limited
	Breathe ESG Private Limited
	Mac Charles (India) Limited
	FMC India Pvt Ltd
Memberships/Chairmanships of companies (only Audit and Stakeholder Relationship Committee)	NIL
Shareholding in the Company	NIL
Disclosure of Relationship between Directors Inter-se	He is not related to any director of the Company

Particulars of the Director seeking re-appointment	
Name	Mr. P.R. Ramakrishnan
DIN	00055416
Date of Birth and Age	19-06-1952, 70 years
Date of appointment	01-12-2016
Brief Resume	He holds a Bachelor’s degree in Mathematics from the University of Chennai and is a fellow member of the Institute of Chartered Accountants of India. Prior to joining Embassy Group, he has worked as Deputy Managing Director with TG Kirloskar Automotives. He has over 35 years of experience in various sectors, such as, property development, automobile and technology. He was a member of the Taxation Advisory Panel of the Apparel Export Promotion

	Council, Karnataka and was a member of the Taxation and Finance Committee of the Confederation of Indian Industry, Karnataka.
Expertise in specific functional areas	Real Estate development, construction and infrastructure. Involved in strategy and operations of Embassy Group and its diversified business
Directorship held in public and private companies (excluding foreign companies)	Mac Charles (India) Limited
	DSRK Holdings (Chennai) Private Limited
	Macpi Trading (India) Private Limited
	Vikas Telecom Private Limited
	Samsara Finance Private Limited
	Embassy Inn Private Limited
	Summit Developments Private Limited
	Wework India Management Private Limited
	GolfLink-Embassy Business Park Management Services Private Limited
	Nam Estates Private Limited
	EPDPL Coliving Operations Private Limited
	Tiffin’s Barytes Asbestos and Paints Limited
	WW Office Solutions India Private Limited
	Stonehill CESY Foundation
Memberships/Chairmanships of companies (only Audit and Stakeholder Relationship Committee)	NIL
Shareholding in the Company	110 shares
Disclosure of Relationship between Directors Inter-se	He is not related to any director of the Company

In terms of Section 152(6) of the Act, Mr P R Ramakrishnan shall retire by rotation at the forthcoming AGM and being eligible offers himself for re-appointment.

Except Mr P R Ramakrishnan and Mr. Sartaj Singh, none of the Directors and Key Managerial Personnel of the Company and their relatives are concerned or interested, financially or otherwise, in the resolution set out at Item No. 3 of the accompanying Notice of 42nd AGM.

By Order of the Board of Directors
For **MAC CHARLES (INDIA) LIMITED**

Sd/-
Chandana Naidu
Company Secretary
Membership No.A25570
Place: Bengaluru
Date: 09.08.2022
Registered office & Website site and Email ID
1st Floor Embassy Point, 150 Infantry Road, Bangalore-560 001
www.maccharlesindia.com
investor.relations@maccharlesindia.com

DIRECTORS' REPORT 2021-22

TO THE MEMBERS
MAC CHARLES (INDIA) LIMITED

Your Directors have pleasure in presenting the 42nd Annual Report of the Company together with the Audited Statement of Accounts for the year ended 31st March 2022.

1. FINANCIAL SUMMARY/HIGHLIGHTS

The summarized standalone performance of the Company for the financial year 2021-22 and 2020-21 is given below:

(Amount in millions)

PARTICULARS	Financial Year ended 31-03-2022	Financial Year ended 31-03-2021
Segmentwise Turnover/Revenue		
1.Continue Operation		
(a) Sale of Electricity	105.55	81.12
(b) Office rentals	114.22	149.79
(c) Others	1153.94	38.93
2.Discontinued Operation		
Hotel sales Turnover	-	-
Exceptional Income	-	-
Total Revenue	**1373.71**	**269.84**
Continue Operation		
Profit/(Loss) before Depreciation and Finance Cost & Tax	1239.59	161.99
Less : Depreciation	26.36	35.53
Less : Finance Cost	59.58	103.91
Profit/(Loss) before tax	1153.65	22.55
Profit/(Loss) for the year	1110.32	19.83
Discontinued Operation		
Profit/(Loss) before tax	-	-9.16
Profit/(Loss) for the year	-	-9.16
Total Profit /Loss for the year	1110.32	10.67
Total Comprehensive Income/(Loss)	1109.74	11.65
Earnings per share – basic and diluted – Rs.	84.75	.81

2. CONSOLIDATED FINANCIAL STATEMENTS:

In accordance with the provisions of Regulation 33 of the (SEBI Listing Obligations and Disclosure Requirements) Regulations, 2015, and applicable provisions of the Companies Act, 2013 read with the rules made thereunder, the Consolidated Financial Statements of the Company for the financial year 2021-22 have been prepared in compliance with applicable Accounting Standards and on the basis of audited financial statements of the Company and its subsidiaries , as approved by the respective Board of Directors.

3. COMPANY'S PERFORMANCE:

During the financial year 2021-22, the overall revenue of the Company was INR 1373.71 million against the previous year's revenue of INR 269.84 million, which includes revenue from sale of electricity, office space rent ,other income and sale of assets & investments.The profit for the FY 2021-22 was INR 1153.65 million against profit of INR 22.55 million for the FY 2020-21.

4. FUTURE PROSPECTS:

Your Company has diversified into the real estate & property development business as per amended and approved Main Objects clause of the Memorandum of Association of the Company. The preliminary work for construction of a landmark commercial building at the erstwhile site of the Le Meridien hotel has been completed which will leverage the robust demand for Grade A office space in Central Business District(CBD) Bangalore . This is expected to secure a better return on capital employed & enhance the long-term interests of the shareholders.

5. DIVIDEND

During the year under review,the Board of Directors of your company, have not declared any Dividend for the current financial year.

6. TRANSFER TO RESERVES

During the year under review, it has been proposed not to transfer any amount to reserves.

7. HOLDING AND SUBSIDIARY COMPANIES

During the year under review, M/s. Embassy Property Developments Pvt. Ltd., continues to be the Holding Company.

During the year under review, the company has disposed of its investments in its wholly owned and material subsidiary i.e. Airport Golfview Hotels & Suites Pvt Ltd. As a result, Airport Golfview Hotels & Suites Pvt Ltd has ceased to be a subsidiary and also the material subsidiary of the company.

During the year company has acquired the investments in the equity shares of Embassy Bhivandi Projects Private Limited and the name of this company was changed to Mac Charles Hub Projects Private Limited. At the end of the year, the Company has 3 wholly owned subsidiaries(WOS), namely, Mac Charles Hub Projects Private Limited, Blue Lagoon Real Estate Private Limited and Neptune Real Estate Private Limited, Bangalore which are Non-listed Indian subsidiaries.

A Statement containing the salient features of the financial statement of the WOS in Form AOC-I (pursuant to first proviso to sub-section (3) of section 129 read with rule 5 of Companies (Accounts) Rules, 2014) is attached to this report.

8. MANAGEMENT DISCUSSION & ANALYSIS AND CORPORATE GOVERNANCE

Report on Management Discussion & Analysis and Corporate Governance and Compliance Certificate on Corporate Governance is annexed to this Report.

9. CORPORATE GOVERNANCE

A separate section on Corporate Governance standards followed by your Company, as stipulated under Regulation 27 read with Schedule V of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, is annexed to this Report. The Report on Corporate Governance also contains certain disclosures as required under the Companies Act, 2013. A Certificate from Mr. Umesh Maskeri, Practicing Company Secretary, regarding compliance with the conditions of Corporate Governance, as stipulated under SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, is annexed to the Report.

10. MATERIAL CHANGES AND COMMITMENTS:

During the year under review:

1. the Company had acquired 9,999 equity shares of Mac Charles Hub Project Private Limited (formerly known as Embassy Industrial Parks Bhiwandi Private Limited) of face value of ₹ 10 each aggregating to total consideration of ₹ 99,990 thereby making it its wholly owned subsidiary.
2. sale or otherwise disposal in any manner of upto 100% of the shares held by the Company in Airport Golfview Hotels and Suites Private Limited.
3. The Company has sold delta block on 30 August 2021 for ₹1,300 million.
4. the Company has sold Embassy Tech square (Alpha building) in its entirety for a total consideration of ₹ 1,120 milllion, out of which Company has received ₹ 493.72 million as advance on 31 March 2022.
5. the Company repaid term loan availed from HDFC Bank of ₹ 687.64 million.

Further there are no material changes and commitments affecting the financial position of the Company which have occurred between the end of the financial year of the Company i.e. 31st March, 2022 and the date of the Directors' report.

11. ENERGY CONSERVATION, TECHNOLOGY ABSORPTION, FOREIGN EXCHANGE EARNINGS AND OUTGO AND OTHER DISCLOSURES:

The disclosures to be made under sub-section (3) (m) of Section 134 of the Companies Act 2013 read with Rule (8)(3) of the Companies (Accounts) Rules, 2014 by your Company are furnished below:

- **ENERGY CONSERVATION**

Conservation of energy continues to be on top priority of the management. The information on energy conservation, is detailed herein below.

Please regroup the contents stated under paragraphs (a) to (g) under the following heads:

i) The steps taken or impact on conservation of enerby

ii) The steps take by the company for utilizing alternate soureces of energy

iii) The capital investment on energy conservation equipments

iv) During the year under review, the Company has generated about 1,49,33,706 of units' green power which is being sold to VikasTelecom Pvt Ltd, GESCOM & HESCOM.

- **TECHNOLOGY ABSORPTION**

In the opinion of the Board, the required particulars pertaining to technology absorption under Section 134 of the Companies Act, 2013 read with Rule 8(3) of the Companies (Accounts) Rules, 2014, are not applicable, as industry in which Company operates does not have any significant manufacturing operations.

- **FOREIGN EXCHANGE EARNINGS AND OUTGO**

Foreign Exchange Earnings during the year is NIL. There no Foreign Exchange utilization during the year.

12. DIRECTORS AND KEY MANAGERIALPERSONNEL

As on the date of this Report, the Company has Six (6) Directors consisting of three (3) Independent Directors and three (2) Non- Executive Directors and (1) Executive Director.

The term of office of Mr. Sartaj Sewa Singh (DIN) Whole Time Director concluded on June 25, 2022. The Board of Directors of the Company has appointed Mr. Sartaj Singh as an additional director on June 29, 2022 and who will hold the office upto the date of this Annual General Meeting. Further the Board of Directors at its meeting held on August 09, 2022 has appointed Mr. Sartaj Singh as Whole Time Director for a period of one year with effect from August 09, 2022 and the terms and conditions of his appointment including remuneration have been placed before the members at this Annual General Meeting for their approval.

The Key Managerial Personnels of the company as on March 31, 2022 are Mr. Sartaj Singh Whole-Time Director, Mr. Pranesha Krishnamurthy Rao Chief Finance Officer and Ms. Chandana Naidu Company Secretary of the Company.

a. Disqualification of Directors:

None of the directors of the Company are disqualified pursuant to the provisions of Section 164 of Companies Act, 2013 or debarred or disqualified from being appointed or continuing as directors of companies by the Securities and Exchange Board of India or Ministry of Corporate Affairs or any such statutory authority. A certificate from a Practicng Company Secretary in this regard is attached to this report.

b. Appointment / Resignation from the Board of Directors: NIL

c. Directors retiring by rotation

In accordance with the provisions of Section 152 of the Companies Act, 2013 read with Section 149 of the said Act, at least 2/3rd of the total number of Directors, excluding Independent Directors, shall be liable to retire by rotation and out of the Directors liable to retire by rotation, at least 1/3rd of the Directors shall retire by rotation at every Annual General Meeting.

In view of the above, Mr. P.R.Ramakrishnan, Director (DIN 00055416) who is liable to retire by rotation and being eligible, offers himself for re-appointment, a resolution seeking shareholders'approval for his re-appointment forms part of the Notice.

d. Declaration by Independent Director

The Company has received necessary declaration from each of the Independent Directors, under Section

149(7) of the Companies Act, 2013, that he / she meets the criteria of Independence laid down in Section 149(6) of the Companies Act, 2013 and Regulation 16 of SEBI (Listing Obligations and Disclosure Requirement) Regulations, 2015. Independent Directors have also confirmed that they are not aware of any circumstance or situation which exists or may be reasonably anticipated that could impair or impact their ability to discharge their duties.

In the opinion of the Board, all the independent directors are persons of integrity, possesses relevant expertise and experience.

e. Woman Director

In terms of the provisions of Section 149 of the Companies Act, 2013 and Regulation 17 of SEBI (Listing Obligations and DisclosureRequirements) Regulations, 2015, your Company has complied with the requirement of having at least one Woman Director on the Board of the Company. Ms. Tanya Girdhar John, is an Independent and Women Director of the Company.

f. Changes in KMP

During the year under review, Mr. Sartaj Sewa Singh's tenure as Whole-time Director has concluded on 25th June,2022 and the management has proposed to re-appoint him as the Whole-time Director in the ensuing Annual General Meeting.

During the year under review, the non- executive directors of the company had no pecuniary relationship or transactions with the Company, other than sitting fee, reimbursement of expenses incurred by them for the purpose of attending meetings of the Board/Committee of the Company and payment of fees for rendering services in professional capacity.

13. BOARD EVALUATION

The Board of Directors has carried out an annual evaluation of its own performance, Board committees and individual directors pursuant to the provisions of the Companies Act, 2013 and corporate governance requirements as prescribed by SEBI LODR Regulations through structured questionaire. The performance of the Board was evaluated by the Board based on the criteria such as the Board composition and structure, effectiveness of Board process, information and functioning etc. The performance of the committees was evaluated by the Board based on the criteria such as the composition of the committee's effectiveness of committee meetings, etc. The Board and Nomination and Remuneration Committee reviewed the performance of the individual directors based on the criteria such as the contribution of individual director to the Board and committee meetings like preparedness on the issue to be discussed, meaningful and constructive contribution and inputs in meetings, etc. In a separate meeting of independent directors, performance of non-independent directors, performance of the Board and performance of Chairman was evaluated.

14. BOARD DIVERSITY:

The Company recognizes and embraces the importance of a diverse board in its success. We believe that a truly diverse board will leverage differences in thought, perspective, knowledge, skill, regional and industry experience, cultural and geographical backgrounds, age, ethnicity, race and gender, that will help us retain our competitive advantage.The Board Diversity Policy adopted by the Board sets out itscapproach to diversity. The policy is available on our website, https://www.maccharles.com/investor-relations.

15. FAMILIRIZATION PROGRAM FOR INDEPENDENT DIRECTOR:

The changes in the regulatory framework alongwith the implications from the perspective of the SEBI LODR Regulations, Companies Act, 2013 and taxation aspects are constantly placed and the the Independent Directors are updated at every the Board Meeting held during the year. Similarly, the important developments and changes on the business front and the operations within the company are updated at every board meeting so as to ensure that the independent directors are kept informed of the progress at regular intervals.

16. NUMBER OF MEETINGS OF THE BOARD:

Regular meetings of the Board are held to discuss and decide on various business policies, strategies and other businesses. The schedule of the Board/Committee meetings to be held in the forthcoming financial year are circulated to the Directors in advance to enable them to plan their time schedule for effective participation in the meetings.

The Board of Directors met 6(Six) times during the year.The intervening gap between two Meetings was within the period prescribed under the Companies Act, 2013 and Regulations 17 of the Securities and Exchange Board of India (Listing Obligation and Disclosure Requirements) Regulation, 2015. Detailed information on the meetings of the Board is included in the Report on Corporate Governance, which forms part of this Report.

17. AUDIT AND RISK MANAGEMENT COMMITTEE

The Audit and Risk Management Committee met 6(Six) times during the year under review. The details with respect to the composition, powers, roles, terms of reference, etc. of the Audit and Risk Management Committee are given in detail in the 'Report on Corporate Governance' of the Company which forms part of this Report.

The details with respect to the composition, powers, roles, terms of reference, etc. of the Committee are given in detail in the 'Report on Corporate Governance' of the Company which forms part of this Report.

As part of the risk assessment and minimization procedures, the Company had identified certain risk areas about the operations of the Company and initiated steps, wherever possible, for risk minimization. The Company's Board is conscious of the need to review the risk assessment and minimization procedures on regular intervals. During the year under review the Company has not received any order passed by the regulators/ courts/ tribunals which impacted the going concern status and Company's operation in future.

There are no recommendations of the Audit and Risk Management Committee which have not been accepted by the Board.

18. STAKEHOLDERS' RELATIONSHIP COMMITTEE

During the year under review, the Stakeholders' Relationship Committee met once.

The details with respect to the composition, powers, roles, terms of reference, etc. of the Committee are given in detail in the 'Report on Corporate Governance' of the Company which forms part of this Report.

19. NOMINATION & REMUNERATION COMMITTEE

During the year under review, the Nomination and Remuneration Committee met once.

The details with respect to the composition, powers, roles, terms of reference, etc. of the Nomination and Remuneration Committee are given in detail in the 'Report on Corporate Governance' of the Company which forms part of this Report.

20. NOMINATION AND REMUNERATION POLICY

The Company has formulated and adopted the Nomination and Remuneration Policy in accordance with the provisions of Companies Act, 2013 read with the Rules issued thereunder and the Listing Regulations.

The said Policy of the Company, provides that the Nomination and Remuneration Committee shall formulate the criteria for appointment of Executive, Non-Executive and Independent Directors and persons in the Senior Management of the Company, including criteria for determining qualifications, remuneration, positive attributes, independence of a Director and other matters as provided under sub-section (3) of Section 178 of the Companies Act, 2013.

The salient features of the Policy are set out in the Corporate Governance Report which forms part of this Report. The Policy is also available on the website of the Company web-link: https://www.maccharles.com/investor-relations.

21. REVIEW AND UPDATION OF POLICIES:

During the year under review, the following policies were reviewed and updated in line with Companies Act, 2013 and SEBI (LODR) Regulations, 2015 along with all amendments

1. Policy on preservation and archival of documents
2. Code of Conduct and Ethics
3. Familiarisation Programmes for IDs
4. Policy for Annual Evaluation of Board and its Performance
5. Policy on Diversity of Board
6. Risk Management Policy
7. CSR Policy
8. Policy on materiality of related party transactions
9. Policy on determining material subsidiary
10. Policy on determination of materiality of the disclosure of events and information
11. Nomination and Remuneration Policy
12. Vigil Mechanism Policy
13. Policy of POSH at Workplace
14. Succession Policy for Board and Senior Management.

22. DIRECTORS'RESPONSIBILITY STATEMENT

The Board of Directors acknowledges the responsibility for ensuring compliance with the provisions of Section 134(3)(c) read with Section 134(5) of the Companies Act, 2013 in the preparation of the annual accounts for the year ended March 31st , 2022 and states that:

a) In the preparation of the annual accounts for the year ended March 31, 2022, the applicable accounting standards have been followed and there was no material departure;

b) The Directors have selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent to give a true and fair view of the of the Company at the end of the financial year under review and of the profit or loss of the Company for the financial year ended March 31, 2022:

c) The Directors have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;

d) The directors have prepared the annual accounts on a going concern basis;

e) The directors have laid down internal financial controls to be followed by the Company and that such internal financial controls are adequate and are operating effectively; and

f) The Directors have devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems are adequate and operating effectively.

23. PARTICULARS OF EMPLOYEES AND DETAILS PERTAINING TO REMUNERATION AND OTHER DETAILS AS REQUIRED UNDER SECTION 197(12) OF THE ACT READ WITH RULE 5 OF THE COMPANIES (APPOINTMENT AND REMUNERATION OF MANAGERIAL PERSONNEL) RULES, 2014

A. The information stipulated under Rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 is furnished below:

i) The ratio of the remuneration of each Director to the median remuneration of the employees of the Company for the financial year 2021-22: N.A.

ii) The percentage increase in remuneration of each Director, Chief Financial Officer, Chief Executive Officer, Company Secretary or Manager in the financial year: There was 5% Increase in remuneration of the CFO during the financial year.

iii) The percentage increase in the median remuneration of employees in the financial year: There was 50% increase in remuneration of employees during the year.

iv) The number of permanent employees on the roles of the Company: 05

v) Average percentile increase already made in the salaries of employees other than the managerial personnel in the past financial year and its comparison with the percentile increase in the managerial remuneration and justification thereof and point out if there are any exceptional circumstances for increase in the managerial remuneration:There was 55% in the salaries of employees or other managerial personnel , as compared to 22.5% increase in FY 2020-21.

B. Mr. Sartaj Singh, Whole- Time Director of the company is in receipt of remuneration of Rs. 1.20 crore per annum and hence information in terms of the provisions of Section 197(12) of the Companies Act, 2013 read with Rules 5(2) and 5(3) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, the Information is as below;

Sl. No	Name of the Employee	Designation of the Employee	Nature of Employment, whether contractual or otherwise	Date of commencement of Employment	Age of such employee	Previous Employment before joining	% of equity shares held by employee in the company	Whether any such employee is a relative of any director or manager of the company
1.	Mr. Sartaj Sewa Singh	Whole-Time Director	Permanaent	July 2015	64	FMC India Private Limited	Nil	Nil

24. PARTICULARS OF CONTRACTS OR ARRANGEMENTS WITH RELATED PARTIES

The Company has entered into a transaction with related parties which are at arm's length and which are not in the ordinary course of business, pursuant to the provisions of Section 188 of the Companies Act, 2013 read with Rule 15 of Companies (meeting of the Board and its Powers) Rules, 2014. Accordingly, particulars of the contracts or arrangements with related parties referred to in Section 188(1) along with the justification for entering into such contracts or arrangements in **Form AOC-2** are furnished which is attached to this Directors Report". In line with the requirements of the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company has formulated Policy on Related Party Transactions which is available on the website of the Company.

Further there were no materially significant related party transactions made by the Company with the Promoters, Directors, Key Managerial Personnel or other designated persons which may have a potential conflict with the interest of the Company at large.

Accordingly, particulars of the contracts or arrrangemens with related parties referred to in Sectin 188(1) alongwith the justification for entering into such contract or arrangement in Form AOC-2 is provided as annexure to this report. In line with the requirements of the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company has formulated Policy on Related Party Transactions which is available on the website of the Company.

25. COMPLIANCE CERTIFICATE ON CORPORATE GOVERNANCE

As per SEBI (LODR) regulation, the Practicing Company Secretary's Certificate on compliance with the conditions of Corporate governance has been furnished as an Annexure to this Report

26. SECRETARIAL STANDARDS:

The Company Complies with all applicable mandatory secretarial Standards issued by Institute of Company Secretary of India.

27. AUDITORS

- **Statutory Auditors and Auditors' Report**

M/s. Walker Chandiok & Co. LLP (FRN 001076N/N500013) has been appointed as the Statutory Auditor of the Company for a term of five years till the conclusion of 45th Annual General Meeting to be held in the year 2024-25.

During the period under review, even though there are no audit qualifications or adverse remarks, the notes on accounts referred to in the Auditors' Report are self-explanatory and therefore, do not call for any further comments.

- **Internal Auditors**

M/s. Ernst & Young LLP, Bengaluru Internal Auditors have been conducting quarterly audits of all operations of the Company and their findings have been reviewed regularly by the Audit Committee. Your Directors note with satisfaction that no material deviations from the prescribed policy and procedures have been observed.

- **Secretarial Auditor and Secretarial Auditor's Report**

The Board has appointed Mr. Umesh P. Maskeri, Practicing Company Secretary to conduct The Secretarial Audit under the provisions of Section 204 of the Companies Act, 2013 for the financial year 2021-22. Secretarial Audit Report in Form MR-3 is attached to this Directors' Report. Management response against each of the qualification, reservation or adverse remark or observation made in the Secretarial Audit Report has been furnished thereon and hence does not call for any further comments separately.

- **Cost Auditor and Cost Records**

The provision of Cost audit and maintenance of cost records as per section 148 is not applicable to the Company.

- **Reporting of Frauds by Auditors**

During the year under review, the Statutory Auditors or Secretarial Auditor of the Company have not reported any frauds to the Audit Committee or to the Board of Directors under Section 143(12) of the Act, including rules made thereunder.

28. CORPORATE SOCIAL RESPONSIBILITY (CSR)

During the year under review, the CSR Committee met once.

The details with respect to the composition, powers, roles, terms of reference, etc. of the Committee are given in detail in the 'Report on Corporate Governance' of the Company which forms part of this Report.

29. VIGIL MECHANISM/WHISTLE BLOWER POLICY

Pursuant to Section 177 of the Companies Act, 2013 read with listing Regulations, the Board of Directors at its meeting held on 26.06.2020 has adopted a revised vigil mechanism/whistle blower policy of the Company. The policy provides a framework for directors and employees to report genuine concerns about unethical behavior, actual or suspected fraud or violation of the Company's code of conduct or ethics policy. Protected disclosures can be made by a whistle blower through an email or direct access to the Chairman of the Audit Committee. The vigil mechanism/whistle blower policy can be accessed on the Company's website www.maccharlesindia.com.

30. DISCLOSURE AS PER SEXUAL HARASSMENT OF WOMEN AT WORKPLACE (PREVENTION, PROHIBITION AND REDRESSAL) ACT, 2013

The Company has zero tolerance towards sexual harassment at workplace and during the year under review, your Board has constituted an internal Complaints Committee to consider and redress complaints of sexual harassment & also adopted a policy on prevention, prohibition and redressal of sexual harassment at workplace in line with the provisions of Sexual Harassment of women at Workplace (prevention, prohibition and Redressal) Act, 2013 and the rules framed thereunder. During the year, no complaints pertaining to sexual harassment were received.

31. PARTICULARS OF LOANS GIVEN, INVESTMENT MADE, GUARANTEES GIVEN, AND SECURITY PROVIDED:

Loans given, investments made by the Company along with the purpose for which the loan is proposed to be utilized by the recipient, are provided in the financial statements.

32. EXTRACT OF THE ANNUAL RETURN:

As per the requirements of Section 92(3) of the Act and Rules framed thereunder, the extract of the annual return for FY 2021-22 is available on our website : **www.maccharlesindia.com**

33. INTERNAL FINANCIAL CONTROL POLICY AND ITS ADEQUACY:

The Board has adopted an Internal Financial Control Policy to be followed by the Company and such policies and procedures adopted by the Company for ensuring the orderly and efficient conduct of its business, including adherence to Company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information. The Audit Committee evaluates the internal financial control system periodically. The observations and comments of the Audit Committee are placed before the Board.

34. DISCLOSURES:

- **Borrowing from banks:**

During the year under review, the Company repaid term loan availed by HDFC Bank of ₹ 687.64 million.

- **Dues to small scale undertakings**

There are no dues payable to small scale undertakings.

- **Green Initiatives**

Electronic copies of the Annual Report and notice of the ensuring AGM are sent to all the members whose email address are registered with the Company /Depository Participant(s) vide general circular from MCA number 17/2020 dated 14th April,2020. The Company is providing e-voting facility to all members to enable them to cast their votes electronically on all resolutions set forth in the AGM Notice. The instructions for e-voting are provided in the AGM Notice.

- **Other declarations**

i. Declaration by the Chief Financial Officer affirming compliance with the code of conduct is annexed elsewhere in this Report.
ii. There are no material changes and commitments made during the financial year except in the change in nature of business as mentioned elsewhere in this report..
iii. During the financial year, the company continues to carry on the business of Windmill and Real Estates.
iv. There is a material variation of market capitalization during the financial year.
v. There is no e demat suspense accounts / unclaimed suspense account during the financial year.
vi. Necessary disclosures of Accounting Treatment have been made in the financial statements..

- **Other Disclosures and reports**

Your directors state that no disclosure or reporting is required in respect of the following items as there were no transactions on these items during the year under review:

1. Details relating to deposits covered under Chapter V of the Companies Act, 2013.
2. Issue of equity shares with differential rights as to dividend, voting or otherwise.
3. Issue of shares (including sweat equity shares) to employees of the Company under any scheme.
4. No significant or material orders were passed by the Regulators or Courts of Tribunals which impact the going concern status and Company's operations in future.

35. DEMATERIALIZATION

The equity shares of the Company have been admitted for dematerialization with both the Depositories viz., Central Depository Services (India) Limited (CDSL) and National Securities Depository Limited (NSDL). The ISIN allotted to your Company's equity shares is INE435D01014.

36. LISTING ON STOCK EXCHANGE:

The Company's Shares and Non-convertible Debentures are listed on Bombay Stock Exchange and scrip code of the company is 507836 and 973344 respectively.

37. PROHIBITION OF INSIDER TRADING REGULATIONS

Based on the requirements under SEBI (Prohibition of Insider Trading) Regulations, 1992, as amended from time to time, the Code of Conduct for Prohibition of Insider Trading (Code), as approved by the Board is in force by the Company. The Company also adopts the concept of Trading Window Closure, to prevent its Directors, Officers, designated employees, their relatives and other employees from trading in the securities of the Company at the time when there is unpublished price sensitive information.

38. INVESTOR EDUCTAION AND PROTECTION FUNDS(IEPF):

Pursuant to the applicable provisions of the Companies Act, 2013, read with the IEPF Authority (Accounting, Audit, Transfer and Refund) Rules, 2016 ("the IEPF Rules"), all unpaid or unclaimed dividends are required to be transferred by the Company to the IEPF, established by the Government of India, after the completion of seven years.

Further, according to the IEPF Rules, the shares on which dividend has not been paid or claimed by the shareholders for seven consecutive years or more shall also be transferred to the demat account of the IEPF Authority. During the year, the Company has transferred the unclaimed and unpaid dividends of Rs.34,42,888.

39. COMPLIANCE WITH THE PROVISIONS OF REGULATION 39(4) READ WITH SCHEDULE VI OF SEBI LODR RELATIGN TO UNCLAIMED SHARES:

The Company in association with BgSE Financials Limited, the Registrar and Transfer Agents ("RTA") has reconciled the details of the share certificates which were forwarded to the shareholders in respect of the earlier issues and which were returned undelivered. The RTA has sent the first reminder to the shareholders on May 28, 2022 and will be completing the rest of the formalities during the financial year 2022-23.

40. HUMAN RESOURCES:

During the year under review the company has 05 employees.

41. ACKNOWLEDGEMENTS:

Your Directors are grateful to the Shareholders for their support and co-operation extended to the Company for many years. The Directors also thank HDFC Bank adnd Kotak Mahindra Bank for their co-operation and support.We would like to thank all our client, partners, vendors and other business associates for their continued support and encouragement during the year. We also thank the Government of India, Governmanet of Karnataka, Ministry of Corporate Affairs, Central Board of Indirect Taxes and Customs, Income Tax Department and all other regulatory agencies for their assistance and co-operation during the year and look forward to their continued support in the future.

. **On behalf of the Board of Directors**

For Mac Charles (India) Limited

	Sd/-	Sd/-
Place: Bengaluru	**P B Appiah**	**P.R.Ramakrishnan**
Date: 09.08.2022	**Director**	**Director**
	DIN: 00215646	**DIN: 00055416**

Registered office: #1st Floor, Embassy Point, 150 Infantry Road, Bangalore-560 001

Website site :www.maccharlesindia.com
Email:investor.relation@maccharlesindia.com

AOC-1

(pursuant to first proviso to sub-section (3) of section 29 read with Rule 5 of Companies (Accounts) Rules, 2014)
Statement containing salient features of the financial statement of Subsidiaries, Associate Companies / Joint Ventures

Part "A": Subsidiaries:

(in 000')

Name	**Mac Charles Hub Projects Pvt Ltd**	**Blue Lagoon Real Estates Pvt. Ltd.**	**Neptune Real Estates Pvt. Ltd.**
Reporting Period	2021-22	2021-22	2021-22
Share Capital(In Rupees)	100	500	500
Reserves & Surplus	366214	90189	(19891)
Total Assets	721129	267677	140493
Total Liabilities	354815	176988	159884
Turnover	0.00	0.00	0.00
Profit before taxation	(6458)	(7523)	10805
Profit after taxation	(6458)	(7523)	10805
Proposed Dividend	NIL	NIL	NIL
% Share Holding	100%	100%	100%

Part "B": Associates and Joint Ventures: Not Applicable

On behalf of the Board of Directors

For Mac Charles (India) Limited

Sd/-	**Sd/-**
P B Appiah	**P.R.Ramakrishnan**
Director	**Director**
DIN: 00215646	**DIN: 00055416**

Place : Bengaluru
Date: 09.08.2022
Registered office Website site and Email ID:
1st Floor, Embassy Point 150 Infantry Road, Bangalore-560 001
www.maccharlesindia.com
investor.relations@maccharlesindia.com

FORM NO. AOC -2

(Pursuant to clause (h) of sub-section (3) of section 134 of the Companies Act, 2013 and Rule 8(2) of the Companies (Accounts) Rules, 2014)

Form for Disclosure of particulars of contracts/arrangements entered into by the company with related parties referred to in sub section (1) of section 188 of the Companies Act, 2013 including certain arms length transaction under third proviso thereto.

1. Details of contracts or arrangements or transactions not at Arm's length basis: NIL
2. Details of contracts or arrangements or transactions at Arm's length basis. (Rs. In Millions)

Since all Related Party Transactions entered into by your Company were in the ordinary course of business and also on an arm's length basis, therefore, details required to be provided in the hereunder is not applicable to the Company. Necessary disclosures required under the Ind AS 24 have been made in Note No. 38 of the Notes to the Financial Statements for the year ended March 31, 2022.

On behalf of the Board of Directors

For Mac Charles (India) Limited

Sd/-	**Sd/-**
P B Appiah	**P.R.Ramakrishnan**
Director	**Director**
DIN: 00215646	**DIN: 00055416**

Place : Bengaluru
Date: 09.08.2022
Registered office Website site and Email ID:
1st Floor, Embassy Point, 150 Infantry Road, Bangalore-560 001
www.maccharlesindia.com
investor.relations@maccharlesindia.com

CORPORATE GOVERNANCE REPORT

The Directors of the Company present the Company's Report on Corporate Governance for the financial year ended March 31, 2022, pursuant to the provisions of Regulation 34 (3) read with Schedule V of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

1. PHILOSOPHY OF CORPORATE GOVERNANCE

The essence of corporate governance is about maintaining the right balance between economic, social, individual and community goals. Your Company adheres to good corporate governance practices in all its business processes. Your Company is focused on enhancement of long term value creation for all stakeholders without compromising on integrity, social obligations, environment and regulatory compliances. Our actions are governed by our values and principles, which are reinforced at all levels of the organisation. In addition to the compliance with regulatory requirements, your Company has a code of conduct for its employees including the Directors and Key Managerial Personnel. The terms of appointment of the Independent Directors of the Company suitably incorporates the duties of Independent Directors as laid down in the Companies Act, 2013 and is also available on the website of the Company.

For your company, good corporate governance is a synonym for sound management, transparency and disclosure, encompassing good corporate practices, procedures, standards and implicit rules which propel a Company to take sound decisions, thus maximizing long term shareholder value without compromising on integrity, social obligations and regulatory compliances. As a company with a strong sense of values and commitment, your company believes that profitability must go hand in hand with a sense of responsibility towards all stakeholders. This is an integral part of Mac Charles's business philosophy. The cardinal principles such as independence, accountability, responsibility, transparency, trusteeship and disclosure serve as means for implementing the philosophy of Corporate Governance. These principles guide the Board to make decisions that are independent of the Management. The Company is committed to focus its energies and resources in creating and positively leveraging the shareholder's wealth and, at the same time, safeguarding the interest of all the stakeholders. This is our path to sustainable and profitable existence and growth.

The Company has adopted the requirements of Corporate Governance as specified under the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), as amended from time to time, the disclosure requirements of which are detailed herein.

2. BOARD OF DIRECTORS

The Board is the focal point and custodian of corporate governance for the Company. The primary role of the Board is that of trusteeship to protect and enhance shareholder value through strategic supervision of the Company and its subsidiaries. The company recognizes and embraces the benefits of having a diverse board and sees increasing diversity at Board level as an essential element in maintaining a competitive advantage. A truly diverse Board will include and make good use of differences in the skills, regional and industry experiences, background, gender and other distinctions between directors. These differences will be considered in determining the optimum composition of the Board and when possible, will be balanced appropriately.

- **The size and composition of Board as on March 31, 2022 is as under:**

Category	Number of Directors	%
Independent Directors (including one woman director)	3	50
Non-Executive Non Independent Directors	2	33
Executive and Whole Time Director	1	17
Total	6	100

The composition of the Board is in compliance with the requirements of Companies Act, 2013 ("Act") and Regulation 17 of the Listing Regulations. The profile of the Directors can be accessed on the Company's website at www.maccharlesindia.com.

The company requires skills, expertise, competencies in the area of strategy , finance, accounting, economics, legal, investment in financial products, regulatory matters and customer servicing, especially in the business of, real estate and constructions to efficiently carry on its core business such as investments, wind mill operations, real estate and construction. All the above required skills, expertise, competencies are available with the Board of Directors.

The Board is satisfied that the current composition of Board reflects a judicious mix of knowledge, skills, experience, maturity, expertise, diversity and independence. The Board provides leadership, strategic guidance, objective and independent view to the Company's management while discharging its fiduciary responsibilities, thereby ensuring that the management adheres to high standards of ethics, transparency and disclosure. The Board periodically evaluates the need for change in its size and composition.

• **The details of each member of the Board as on March 31, 2022 are provided herein below:**

Sl No	Name of the Director	Category of Directorship	No of other Director Ships (1)	No of Committees positions held (2)		No of shares held in the Company	Directors in other listed entities (Category of Director ship)
				Chair Person	Member		
1.	Mr. P B Appiah	Independent Non Executive	1	1	4	Nil	Nil
2.	Mr. Suresh Vaswani	Independent Non Executive	Nil	Nil	1	Nil	Nil
3.	Ms. Tanya Girdhar John	Independent Non Executive	1	1	4	Nil	1
4.	Mr. P R Ramakrishnan	Independent Non Executive	9	Nil	4	110	Nil
5.	Mr. Aditya Virwani	Independent Non Executive	16	Nil	Nil	Nil	1
6.	Mr. Sartaj Sewa Singh	Whole-timedirector	2	NIL	NIL	NIL	NIL

Notes:

There are no inter se relationship between the Board members

(1) Excludes directorship in Mac Charles (India) Limited and includes all Directorships in private / public companies.

(2) Pertains to membership/Chairmanship of the Board Committees of Indian Companies including Mac Charles (India) Limited.

None of the Directors held directorship in more than 7 listed companies. Further, none of the Independent Directors ("ID") of the Company served as an ID in more than 7 listed companies.

None of the Directors held directorship in more than 20 Indian Companies, with not more than 10 public limited companies.

None of the Directors is a member of more than 10 committees or chairperson or more than 5 committees across all the public limited companies in which he/she is a Director. As per Listing Regulations, only membership of Audit Committee and Stakeholders Relationship Committee have been taken into consideration for the purpose of ascertaining the limit. The Independent Directors (ID) are not related to any of the Non-Executive Directors.

All the IDs have been appointed as per the provisions of the Act and Listing regulations. Formal letters of appointment have been issued to the IDs. In the opinion of the Board, all Independent Directors of the Company are persons of integrity and possess relevant expertise and experience and do not hold any equity share or /voting power in the Company. They are not related to any of the promoters, Directors, holding, subsidiary or associate companies.

The Company has received necessary declaration from each of the Independent Directors, under Section 149(7) of the Companies Act, 2013, that he / she meets the criteria of independence laid down in Section 149(6) of the Companies Act, 2013 and Regulation 16 of SEBI (Listing Obligations and Disclosure Requirement) Regulations, 2015.

The Company does not have a permanent Chairman.

- **Changes in the Board Composition**

During the financial year 2021-22, there have been no changes in the composition of the Board.

Term of Board Membership

Currently the Board comprises of a mix of Executive, Non Executive Directors and Independent Directors. Non-executive directors, who are not independent directors, are subject to retirement by rotation. Independent Directors are appointed for an initial term of five years and they are eligible to be appointed for one more term 5 years, subject to prior approval of the Shareholders by a special resolution.

Selection and appointment of new director

The Nomination and Remuneration committee determines the exact skill requirements of the Directors and selects the candidates for this purpose whenever the occasion arises for appointment/renewal of a Director.

- **Meeting of Independent Directors**

During the year under review, Independent directors met once i.e 30th March, 2022, which was attended by all the Independent Directors.

- **Meeting and attendance of Board of Directors**

Attendance of directors at the Annual General Meeting (AGM) and Board Meetings during FY 2021-22 are furnished below:

Sl No	Name of Director	03.06.2021	10.08.2021	01.10.2021	12.11.2021	04.01.2022	11.02.2022	% of attendance	AGM on 16-09-20
1.	P B Appiah	P	P	P	P	P	P	100	P
2.	Tanya Girdhar John	P	P	P	P	P	P	100	P
3.	Suresh Vaswani	P	P	P	P	P	P	100	P

Sl No	Name of Director	03.06.2021	10.08.2021	01.10.2021	12.11.2021	04.01.2022	11.02.2022	% of attendance	AGM on 16-09-20
4.	P R Ramakrishnan	P	P	P	P	P	P	100	P
5.	Aditya Virwani	P	A	P	A	P	P	80	P
6.	Sartaj Singh	P	P	P	P	P	P	100	P
	P indicates Present , A indicates Absent and NA means not eligible								

Six Board meetings were held during the year under review and the gap between two meetings did not exceed 120 days.

- **A chart of matrix setting out the list of core skills/expertise/competence identified by the board as required in the context of business and sectors:**

Sl No	Name of Director	Available core skills, expertise and competence as required in the context of business of the Company for each Director
1.	P B Appiah	He is B.Com Graduate and L.L.B Practising as an Advocate in High Court of Karnataka and other Courts and before Arbitral Tribunals since 1987. Expertise / core competence in Corporate, Commercial, Property, Civil and Family Laws, both as an advocate and as a litigation practitioner.
2.	Tanya Girdhar John	Tanya Girdhar John has an MSc in Supply Chain Management from Heriot Watt University, Scotland, UK and an MBA from St. Josephs College of Business Administration, Bangalore, India. She is an internationalist with a diverse background in marketing and supply chain management. Tanya is a strategic marketing consultant and currently consults as Vice President Marketing at IDS Next Business Solutions among other initiatives.
3.	Suresh Vaswani	He is a B.Com graduate and an expert in real estate business both development and marketing in India and abroad.
4.	P R Ramakrishnan	Chartered Accountant by qualification and Executive Director (Finance) of Embassy group of companies. Expertise in Corporate Finance, Investments, Corporate restructuring, merger and amalgamations, taxation having additional domain knowledge and experience in Construction and real estate development
5.	Aditya Virwani	Degree in business administration from the University of Massachusetts, Boston and University of San Francisco Expertise in Real Estate development, construction and infrastructure. Involved in strategy and operations of Embassy Group and its diversified business.

Sl No	Name of Director	Available core skills, expertise and competence as required in the context of business of the Company for each Director
6.	Sartaj Sewa Singh	Bachelor's Degree in Economics from St. Stephen's College, Delhi, and an MBA from the Indian Institute of Management, Ahmedabad. With over 35 years of experience in leading multinationals, Mr. Singh joined Embassy Group, Bangalore as President – Hospitality Business in July 2015 and he has represented the ownership in managing operating assets (Hilton at Embassy Golf Links & Four Seasons Hotel in Bangalore)

- **Confirmation in the opinion of the board, the independent directors fulfill the conditions specified in LODR and are independent of the management.**

The Board confirms that the independent directors fulfil the conditions specified in LODR and are independent of the management.

- **Detailed reasons for resignation by an independent director:**

None of the independent Directors of the Company have resigned during the financial year.

- **Familiarization Program for Independent Directors**

The Board at its meeting held on 26th June, 2020 has adopted a revised Familiarization Program for Independent Directors of the Company. The Program aims to provide insights of the Company to the Independent Directors of the Company by adoption of a structured programme for orientation of Independent Directors enabling them to familiarize with the Company, its operations, business, industry and environment in which the Company functions and the regulatory environment applicable to it.

Periodic presentations are made at the Board and Committee Meetings, on business and performance updates of the Company, operations review, quarterly and annual results, budgets, review of internal audit reports, and action taken reports, statutory compliances, updates and amendments to Companies Act, 2013 and SEBI LODR Regulations, 2015, risk management, operations of subsidiaries and business strategy and risks involved. Such presentations and documents provide an opportunity to the Independent Directors to interact with the Senior Management Team of the Company and help them understand the Company's strategy, operations, services, organisation structure, finance, human resources, technology, quality and such other areas as may arise from time to time.

The details of the Familiarisation Programme is available on the website of the Company at www.maccharlesindia.com.

- **Performance evaluation**

Pursuant to the provisions of the Companies Act, 2013 and Regulation 17(10), 19(4) and Part D of Schedule II of the SEBI (LODR Regulations),a Board Evaluation Policy has been re-framed and approved by the Nomination and Remuneration Committee (NRC) and by the Board at their meeting held on 26th June, 2020.

The Board carried out an annual performance evaluation of its own performance, the Independent Directors individually as well as the evaluation of the working of the Committees of the Board through structured questionnaire.

The performance evaluation of all the Directors was carried out by the Nomination and Remuneration Committee. The performance evaluation of Non-Independent Directors was carried out by the Independent Directors.

The purpose of the Board evaluation is to achieve persistent and consistent improvement in the governance of the Company at the Board level. The Board intends to establish and follow "best practices" in Board governance in order to fulfil its fiduciary obligation to the Company.

A structured questionnaire was prepared after taking into consideration inputs received from the Directors, covering various aspects of the Board's functioning such as adequacy of the composition of the Board and its Committees, Board culture, execution and performance of specific duties, obligations and governance.

The Directors expressed their satisfaction with the evaluation process.

3. REMUNERATION TO DIRECTORS

- The details of remuneration paid to the Directors for the financial year 2021-22 is furnished below:

S No	Name of Director	Sitting fees	Professional fees	Remuneration
1.	Mr. P B Appiah	495000	360000	-
2.	Mr. Suresh Vaswani	445000	-	-
3.	Ms. Tanya Girdhar John	535000	-	-
4.	Mr. P R Ramakrishnan	520000	-	-
5.	Mr. Aditya Virwani	180000	-	-
6.	Mr. Sartaj Singh	-	-	12000000
TOTAL		**2175000**	**360000**	**12000000**

- During the year under review, the non- executive directors of the company had no pecuniary relationship or transactions with the Company, other than sitting fee and reimbursement of expenses incurred by them for the purpose of attending meetings of the Board/Committee of the Company and payment of fees towards the services rendered in professional capacity.
- Criteria **of making payments to non-executive directors:** Non-executive directors of the Company play a crucial role in the independent functioning of the Board. They bring in an external perspective to decision-making and provide leadership and strategic guidance while maintaining objective judgment. They also oversee the corporate governance framework of the Company.
- disclosures with respect to remuneration: in addition to disclosures required under the Companies Act, 2013, the following disclosures are being made:

i) all elements of remuneration package of individual directors summarized under major groups, such as salary, benefits, bonuses, stock options, pension etc; Nil

ii) details of fixed component and performance linked incentives, along with the performance criteria; Nil

iii) service contracts, notice period, severance fees; Nil

iv) stock option details, if any and whether issued at a discount as well as the period over which accrued and over which exercisable. Nil

4. AUDIT & RISK MANGEMENT COMMITTEE

The Audit and Risk Committee of the Board is constituted in accordance with the provisions of Section 177 of the Companies Act, 2013 and Regulation 18 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, including the scope and terms of reference.

The powers and role of the Audit and Committee are also in consonance with Regulation 18 and Part C of Schedule II of SEBI (Listing Obligations and Disclosure

Requirements) Regulations, 2015 and Section 177 of the Companies Act, 2013.

The Audit and Risk Management Committee comprises of the following Directors as on March 31, 2022:

1. Mr. P. B. Appiah
2. Mr. Suresh Vaswani
3. Ms. Tanya Girdhar John
4. Mr. P R Ramakrishnan

Brief description of the terms of reference of Audit and Risk Committee are as under:

The audit and Risk committee shall mandatorily review the following information:

(1) management discussion and analysis of financial condition and results of operations;
(2) statement of significant related party;
(3) management letters / letters of internal control weaknesses issued by the statutory auditors;
(4) internal audit reports relating to internal control weaknesses; and
(5) the appointment, removal and terms of remuneration of the internal auditor.
(6) statement of deviations:
   (a) quarterly statement of deviation(s) including report of monitoring agency, if applicable, submitted to stock exchange(s) in terms of Regulation 32(1).
   (b) annual statement of funds utilized for purposes other than those stated in the offer document/prospectus/notice in terms of Regulation 32(7).

The role of audit and Risk Committee shall be as under:

(1) oversight of financial reporting process and the disclosure of its financial information to ensure that the financial statement is correct, sufficient and credible;
(2) recommendation for appointment, remuneration and terms of appointment of auditors;
(3) approval of payment to statutory auditors for any other services rendered by the statutory auditors;
(4) reviewing, with the management, the annual financial statements and auditor's report thereon before submission to the board for approval, with particular reference to:
   (c) matters required to be included in the director's responsibility statement tobe included in the board's report in terms of clause (c) of sub-section (3) of Section 134 of the Companies Act, 2013;
   (d) changes, if any, in accounting policies and practices and reasons for the same;
   (e) major accounting entries involving estimates based on the exercise of judgment by management;
   (f) significant adjustments made in the financial statements arising out of audit findings;
   (g) compliance with listing and other legal requirements relating to financial statements;
   (h) disclosure of any related party transactions;
   (i) modified opinion(s) in the draft audit report;
(5) reviewing, with the management, the quarterly financial statements before submission to the board for approval;
(6) reviewing and monitoring the auditor's independence and performance, and effectiveness of audit process;
(7) approval or any subsequent modification of transactions with related parties;
(8) scrutiny of inter-corporate loans and investments;
(9) valuation of undertakings or assets, wherever it is necessary;
(10) evaluation of internal financial controls and risk management systems;
(11) reviewing, with the management, performance of statutory and internal auditors, adequacy of the internal control systems;
(12) reviewing the adequacy of internal audit function
(13) discussion with internal auditors of any significant findings and follow up there on;
(14) reviewing the findings of any internal investigations by the internal auditors into matters where there is suspected fraud or irregularity or a failure of internal control systems of a material nature and reporting the matter to the board;
(15) discussion with statutory auditors before the audit commences, about the nature and scope of audit as well as post-audit discussion to ascertain any area of concern;
(16) to look into the reasons for substantial defaults in the payment to the depositors, debenture holders, shareholders (in case of non-payment of declared dividends) and creditors;

to review the functioning of the whistle blower mechanism;

(17) approval of appointment of chief financial officer after assessing the qualifications, experience and background, etc. of the candidate;
(18) reviewing the utilization of loans and/ or advances from/investment by the holding company in the subsidiary exceeding rupees 100 crore or 10% of the asset size of the subsidiary, whichever is lower including existing loans / advances / investments existing as on the date of coming into force of this provision.
(19) To review the Risk Management Plan / Policy and its deployment within the Company;
(20) To monitor the effectiveness of the Risk Management Plan / Policy;
(21) To decide the maximum risk-taking ability of the Company to guide the Board in making new investments;
(22) To review the major risks of the Company and advise on its mitigation to the Board;
(23) Such other functions as may be delegated by the Board from time to time.

The Committee met 6 times during the year under review which were held on 03rd June,2021, 10th August,2021, 01st October,2021, November 12, 2021, 04th January,2022 and February 12, 2022.

The attendance details of the members of this committee are as under:

Name of Director	No of meetings held during tenure	No of meetings attended	% of attendance
Mr. P B Appiah	6	6	100
Ms. Tanya Girdhar John	6	6	100
Mr. Suresh Vaswani	6	6	100
Mr. P R Ramakrishnan	6	6	100

All the recommendations made by the Audit and Risk committee during the year under review were accepted by the Board.

Mr. P B Appiah, Chairman of the Audit and Risk Committee, was present at the last Annual General Meeting held on July 22, 2021.

5. NOMINATION AND REMUNERATION COMMITTEE

As per provisions of Section 178 of the Companies Act, 2013 and Regulation 19 of the SEBI (LODR), the Nomination and Remuneration Committee should consist of 3 or more Non-Executive Directors out of which not less than one half shall be Independent Directors. However, the Chairman of the Company can be a member, even if he is an Executive Director, but shall not Chair the Committee.

The composition of the Nomination and Remuneration committee as on March 31, 2022, was as under:

1. Mr. P. B. Appiah
2. Mr. P R Ramakrishnan
3. Ms. Tanya Girdhar John

Ms. Tanya Girdhar John, Chaired the meeting of this Committee.

Role of committee, inter-alia, includes the following:

(1) formulation of the criteria for determining qualifications, positive attributes and independence of a director and recommend to the board of directors a policy relating to, the remuneration of the directors, key managerial personnel and other employees;
(2) formulation of criteria for evaluation of performance of independent directors and the board of directors;
(3) devising a policy on diversity of board of directors;
(4) identifying persons who are qualified to become directors and who may be appointed in senior management in accordance with the criteria laid down, and recommend to the board of directors their appointment and removal.
(5) whether to extend or continue the term of appointment of the independent director, on the basis of the report of performance evaluation of independent directors.

(6) recommend to the board, all remuneration, in whatever form, payable to senior management.
(7) recommend to the board, all remuneration, in whatever form, payable to senior management.
(8) recommend to the board, all remuneration, in whatever form, payable to senior management.
(9) recommend to the board, all remuneration, in whatever form, payable to senior management.

The Committee met 1 time during the year under review which was held on 12th February,2022.

The attendance details of the members in respect of the meetings held during the year are as follows:

Name of Director	No of meetings held during the tenure	No of meetings attended	% of attendance
Mr. P B Appiah	1	1	100
Mr. P R Ramakrishnan	1	1	100
Ms. Tanya Girdhar John	1	1	100

Performance evaluation criteria for independent Directors:

The performance evaluation criteria for the Independent Directors is determined by the NRC. An indicative list of parameters and factors on which evaluation was carried out includes participation and contribution by the Director, commitment, effective deployment of knowledge and expertise, integrity and maintenance of confidentiality and independence of behavior and judgement.

6. STAKEHOLDERS RELATIONSHIP COMMITTEE

The Stakeholders' Relationship Committee was constituted in accordance with the provisions of Section 178 of the Companies Act, 2013 and Regulation 20 and Part D of Schedule VI of SEBI (Listing Obligations and Disclosure Requirements) Resolutions, 2015, including the scope and terms of reference.

The Committee comprises the following members as on March 31, 2022:

1. Mr. P B Appiah
2. Mr. P R Ramakrishnan
3. Ms. Tanya Girdhar John

Name of Director	No of meetings held during the tenure	No of meetings attended	% of attendance
Mr. P B Appiah	1	1	100
Mr.P R Ramakrishnan	1	1	100
Ms. Tanya Girdhar John	1	1	100

Mr. P B Appiah, permanent chairman, chaired the meeting of the committee attended the AGM held on July,22,2021.

The role of the committee shall *inter-alia* include the following:

i. Resolving the grievances of the security holders of the listed entity including complaints related to transfer/transmission of shares, non-receipt of annual report, non- receipt of declared dividends, issue of new/duplicate certificates, general meetings etc.
ii. Review of measures taken for effective exercise of voting rights by shareholders.
iii. Review of adherence to the service standards adopted by the listed entity in respect of various services being rendered by the Registrar & Share Transfer Agent.
iv. Review of the various measures and initiatives taken by the listed entity for reducing the quantum of unclaimed dividends and ensuring timely receipt of dividend warrants/annual reports/statutory notices by the shareholders of the company.

The Committee met 1 time during the year under review which was held on February 12, 2022.

The status of total number of complaints received during the year under review is as follows:

Sl No	Description	Total Number of Complaints		
		Received	Resolved	Pending
1	Non-receipt of dividend, KYC updation and transfer /transmission of shares, issue of duplicate share certificate(s)	1	1	Nil

7. GENERAL BODY MEETINGS

The details of the last three Annual General Meetings of he Company are as under:

Financial Year ended	Day, Date and Time	Venue	Special Resolutions passed
31-03-2021	Thursday July,22,2021	Video conferencing	1
31-03-2020	Wednesday 16th September,2020	Video conferencing	Nil
31-03-2019	Monday, 26th August, 2019	Hotel Le Meridien, 28, Sankey Road, Bengaluru-560052	2

8. SPECIAL RESOLUTION PASSED DURING THE LAST THREE ANNUAL GENERAL MEETINGS:

A. Special Resolutions passed at the 39th Annual General meeting held on August 26, 2019:

1. To re-appoint Shri Appiah Palecanda Bopanna (DIN: 00215646) as an Independent Director for a second term of five years upto September 21, 2024:

2. To approve and ratification of inter corporate deposit of Rs. 10 crores granted to Embassy Property Developments Private Limited (“EPDPL”) which is a Holding Company and a related party.

B. No Special Resolutions were passed at the 40th Annual General meeting held on September 16, 2020.

C. Special Resolutions passed at the 41st Annual General meeting held on July 22, 2021 for To consider and approve sale of 121k sft. in Embassy Tech Square, Delta block.

9. Postal Ballot:

a) Company has conducted the postal ballot during the financial year 2021-22, which opened on 14th August,2021 and closed on 13th September,2021 and has obtained the approval of the shareholders through postal ballot in respect of the following Ordinary/special resolutions:

i) Amendment of Articles of Association

ii) Selling, disposing and leasing of assets amounting to more than twenty percent of the assets of the material subsidiary

Details of voting pattern of the resolutions passed through postal ballot which concluded on 13th September, 2021:

Resolution No 1 : Special Resolution - Amendment of Articles of Association

	Postal Ballot		% of Total Votes
	No. of Ballots	No. of Votes	
Votes in favour of Resolution	40	9643132	**99.99**
Votes Against Resolution	12	708	**0.01**
Total	**52**	**9643840**	**100**
Result: Passed with requisite majority			

Resolution No 2 : Special Resolution - Selling, disposing and leasing of assets amounting to more than twenty percent of the assets of the material subsidiary

Particulars	Postal Ballot		% of Total Votes
	No. of Ballots	No. of Votes	
Votes in favour of Resolution	38	26030	**95.22**
Votes Against Resolution	14	1306	**4.78**
Total	**52**	**27336**	**100**
Result: Passed with requisite majority			

Scrutinizer to the above postal ballot is Mr. Umesh P.Maskeri PCS No. 4831

b) Company has conducted the postal ballot during the financial year 2021-22, which opened on 06th October,2021 and closed on 05th November,2021 and has obtained the approval of the shareholders through postal ballot in respect of the following Ordinary/special resolutions:

i) To consider and sale of 84512 Sq.ft in Embassy Tech Square, Alpha Block, Bangalore

Details of voting pattern of the resolutions passed through postal ballot which concluded on 05th November,2021:

Resolution No 1 : Special Resolution - To consider and sale of 84512 Sq.ft in Embassy Tech Square, Alpha Block, Bangalore

	Postal Ballot		% of Total Votes
	No. of Ballots	No. of Votes	
Votes in favour of Resolution	11	9618040	**99.99**

Votes Against Resolution	2	300	**0.0031**
Total	**13**	**9618340**	**100**
Result: Passed with requisite majority			

Scrutinizer to the above postal ballot is Mr. Umesh P.Maskeri PCS No. 4831

c) Company has conducted the postal ballot during the financial year 2021-22, which opened on 10th January,2022 and closed on 08th February,2022 and has obtained the approval of the shareholders through postal ballot in respect of the following Ordinary/special resolutions:

i) Sale/Disposal of 100% shares held by the Company in Airport Golfview Hotels & Suites Pvt Ltd., a material Subsidiary of the Company

Details of voting pattern of the resolutions passed through postal ballot which concluded on 08th February,2022:

i) Resolution No 1 : Special Resolution - Sale/Disposal of 100% shares held by the Company in Airport Golfview Hotels & Suites Pvt Ltd., a material Subsidiary of the Company

	Postal Ballot		% of Total Votes
	No. of Ballots	No. of Votes	
Votes in favour of Resolution	18	9619728	**99.997**
Votes Against Resolution	6	206	**0.002**
Total	**24**	**9619934**	**100**
Result: Passed with requisite majority			

Scrutinizer to the above postal ballot is Mr. Umesh P.Maskeri PCS No. 4831

d) Company has conducted the postal ballot during the financial year 2021-22, which opened on 19th February,2022 and closed on 20th March,2022 and has obtained the approval of the shareholders through postal ballot in respect of the following Ordinary/special resolutions:

i) To consider issuance of Non-Convertible Debentures

Details of voting pattern of the resolutions passed through postal ballot which concluded on 20th March,2022

i) Resolution No 1 : Special Resolution – To consider issuance of Non-Convertible Debentures

	Postal Ballot		% of Total Votes
	No. of Ballots	No. of Votes	
Votes in favour of Resolution	25	9619281	**100**
Votes Against Resolution	0	0	**0**
Total	**25**	**9619281**	**100**
Result: Passed with requisite majority			

Scrutinizer to the above postal ballot is Mr. Umesh P.Maskeri PCS No. 4831

Procedure for postal ballot:

Postal ballot notices are is sent by email to members who have opted to receive communication through the electronic mode. The Company also publishes a notice in the newspaper declaring the details and requirements as mandated by the Act and applicable rules. Voting rights are reckoned on the paid-up value of the shares registered in the names of the members as on the cut-off date. Members who want to exercise their votes by physical postal ballot are requested to return the forms, duly completed and signed, to the scrutinizer on or before the close of the voting period. Those using the e-voting option are requested to vote before the close of business hours on the last date of e-voting. The scrutinizer completes his scrutiny and submits his report to the Company, and the consolidated results of the voting are announced by the authorized officer. The results are also displayed on the Company website, www.infosys.com, besides being communicated to the stock exchanges, depository and registrar and share transfer agent. The last date for the receipt of postal ballot forms or e-voting is the date on which the resolution would be deemed to have been passed, if approved by the requisite majority.

10. MEANS OF COMMUNICATION

- **Quarterly results**

The Company follows April-March as the financial year. The meetings of the Board of Directors for approval of the quarterly financial results for the financial year ended March 31, 2022 were held on the following dates:

Quarter/Period ended	Date of Board meeting
year ended march 31, 2021	03rd June,2021
Quarter ended June 30, 2021	10th August,2021
Quarter and half year September 30, 2021	12th November, 2021
Quarter ended December 31, 2021	12th February, 2022

- **Publication of quarterly financial results**

Quarterly/Half yearly/Annual financial statements are published in the widely circulated newspapers, as per details given below:

Name of the newspaper	Language
Financial Express	English
Hosa Digantha	Kannada

- The quarterly financial results are uploaded and displayed on the website of the company at www.maccharlesindia.com
- Annual reports are sent to Members by email/posted and are also available on the website of the company at www.maccharlesindia.com
- The company does not release any press releases and company does not have any institutional investors and hence the question of making any presentation to the institutional investors or to the analysts does not arise.
- SEBI **Complaints Redressal System (SCORES)**

A Centralised web based complaints redressal system which serves as a centralised database of all complaints received, enables uploading of Action Taken Reports by the Concerned company and online viewing by the investors of actions taken on the complaint and its current status.

11. GENERAL SHAREHOLDERS INFORMATION

1	CIN	L55101KA1979PLC003620
2	Address of the registered office	1st Floor, Embassy Point, 150 Infantry Road, Bangalore - 560001 (effective 30th May, 2022)
3	International Securities Identification Number (ISIN):	INE 435D01014
4	Stock code at the BSE Limited	507836
5	Annual general meeting-date, time and venue	42nd Annual General Meeting is going to be held on 16th September,2022 through Video Conferencing
6	Financial year	from April 1, 2021 to March 31, 2022
7	Dividend payment date:	N.A
8	Book closure	The register of members will be closed from 09th September,2022 to 15th September,2022 (both days inclusive) in respect of the equity shares held in physical form.
9	Evoting dates:	The cut off date for the purpose of determining the shareholders eligible for evoting is 09th September,2022 The evoting commences at 10 AM on Tuesday, September 13,2022 and closes at 5 PM on Thursday, September 15,2022.
10	Name and address of Stock Exchange where the securities are listed	BSE Limited Phiroze Jeejeebhoy Towers Dalal Street Mumbai-400001
11	Annual Listing Fee:	The Company hereby confirms that annual listing fees has been paid to BSE for the financial year ended March 31, 2021 and also for the financial year ending March 31, 2022.
12	Registrar to an Issue and Share Transfer agents	BgSE Financials Limited, RTA Division, 5th Floor, No, 1, J C Road, Bengaluru-560027

- **Market price data- high, low during each month in the last financial year:**

Month wise High, Low and trading volumes of the Company's Equity shares during the last financial year at BSE are given below.

Month	High Rs	Low Rs	No of shares traded
Apr-21	438.00	201.05	2642
May-21	397.65	314.10	527
Jun-21	456.75	365.25	898
Jul-21	550.85	448.90	958
Aug-21	600.00	502.00	742
Sep-21	655.00	497.05	1153
Oct-21	624.80	433.20	949
Nov-21	499.90	408.00	515
Dec-21	688.50	400.70	932
Jan-22	848.70	591.20	1177
Feb-22	914.00	730.00	970
Mar-22	820.00	695.00	439

Comparison of the company's share price with BSE Sensex:

Month	Closing price of Mac Charles at BSE	BSE Sensex
Apr-21	370.00	48782.36
May-21	383.15	51937.44
Jun-21	449.65	52482.71
Jul-21	540.00	52586.84
Aug-21	549.80	57552.39
Sep-21	586.05	59126.36
Oct-21	457.15	59306.93
Nov-21	411.80	57064.87
Dec-21	676.45	58253.82
Jan-22	807.50	58014.17
Feb-22	766.70	56247.28
Mar-22	804.45	58568.51

- **Performance in comparison to broad based indices such as BSE Sensex during the financial year 2021-22 is furnished below:**

Company's Share price	BSE closing price Rs	BSE Sensex
As on 01-04-2021	226.95	50,029.83
As on 31-03-2022	804.45	58,568.51
Change (%)		

- **In case securities are suspended from trading, the directors report shall explain the reason thereof**

The securities of the Company were not suspended from Trading on BSE Limited, the Stock Exchange during the year under review.

Share transfer system

As per the requirement of Regulation 40(9) of the Listing Regulations, which deals with transfer and transposition of securities, company has obtained the half yearly certificates, from Mr. Umesh P Maskeri, Practicing Company Secretary for due compliance of share transfer formalities.

Trading in equity shares of the Company through recognized Stock Exchanges is permitted only in dematerialized form. Pursuant to amended Regulation 40 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, with effect from 1st April 2019, requests for effecting transfer of securities shall not be processed unless the securities are held in the dematerialized form with a depository.

Distribution of shareholding:

Distribution of shareholding by category as on March 31, 2022 is as under:

Sl No	No of Equity shares	No of shareholders	% of Shareholders	Number of shares	% of shareholding
1	Up to 500	7799	96.67	916909	6.98
2	510-1000	144	1.78	110404	0.84
3	1001-2000	63	0.78	96638	0.74
4	2001-3000	16	0.20	40769	0.31
5	3001-4000	6	0.07	21805	0.17
6	4001-5000	6	0.07	27570	0.21
7	5001-10000	8	0.10	56583	0.43
8	10001-50000	18	0.22	493923	3.76
9	50001 and above	8	0.10	11365451	86.56
	Total	8068	100	13101052	100

Categories of shareholders as on March 31, 2022:

Category	No of shareholders	Total number of shares	% of total Paid up Equity share capital
Promoter/ Corporate bodies	2	9665787	73.78
Promoter/NRI	1	160000	1.22
Financial Institutions/Banks Investors	3	3200	0.02
Bodies Corporate	46	1120373	8.55
Resident Public	8015	1757042	13.42
Investor Education and Protection Fund	1	394650	3.01

Category	No of shareholders	Total number of shares	% of total Paid up Equity share capital
Total	8068	13101052	100

Dematerialization of shares and liquidity

The Equity shares of the Company have been admitted for dematerialisation with the Central Depository Services (India) Limited ("CDSL") and National Securities Depository Limited ("NSDL"). The details of number of equity shares of the Company which are in dematerialised and physical form as on March 31 2022 are given below:

Particulars	Number of shares	% to total number of shares	Number of shareholders	% total number of shareholders
Dematerialised Form				
CDSL (A)	997897	7.62	1347	16.70
NSDL (B)	11577950	88.37	2876	35.65
Sub total (A)+(B)	12575847	95.99	4223	52.35
Physical form (C)	525205	4.01	3845	47.65
Total (A)+(B)+(C)	13101052	100	8068	100

Entire shareholding of promoters and promoter group is held in dematerialised form and Company is in compliance with the provisions of Regulation.

Difference between Issued Capital, Listed Capital and Capital as per Register of Members:

Sl No	Paid up Share Capita as per	Amount Rs	Difference Rs	Reasons for difference
1	Register of Members as per RTA	13,10,10,520	6,000	600 shares of the face value of Rs 10 each being bonus shares have been kept in abeyance on account of orders of Special Court and not listed by the BSE.
2	Listed Capital on BSE	13,10,04,520		

- Outstanding GDRs / ADRs / Warrants or any convertible instruments, conversion date and likely impact on equity: The Company has not issued any GDRs / ADRs / Warrants or any convertible instruments in the past and hence as on March 31, 2022, the Company does not have any outstanding GDRs / ADRs / Warrants or any convertible instruments.
- Commodity price risk or foreign exchange risk and hedging activities: Nil
- Plant locations Company operates from: Windmill operation – Gadag, Bellary

- Rental Income – Embassy Tech Square, Bengaluru
- Address for correspondence - 1st Floor, Embassy Point, 150 Infantry Road, Cunningham Road, Bangalore-560 052
- List of all credit ratings obtained by the entity : Obtaind from Acuite Ratings & Research Limited with Rating of Acuite BBB-.

12. OTHER DISCLOSURES

- **Disclosures on materially significant related party transactions that may have potential conflict with the interests of listed entity at large**

During FY 2021-22, there were no materially significant transactions entered into between the Company and its promoters, Directors or the Management, Holding Company, Subsidiaries, Associates or relatives that may have potential conflict with the interest of the Company at large except for those mentioned in the Directors' Report. Company has entered into transactions with related parties pursuant to the provisions of Regulation 23 of SEBI LODR as under:

Further, details of related party transactions form part of notes to accounts of the Annual Report and a policy about same is available on the Company's website www.maccharlesindia.com.

- **Details of non-compliance by the listed entity, penalties, strictures imposed on the listed entity by stock exchange or SEBI or any statutory authority, on any matter related to capital markets, during the last three years**

The Company has complied with all the requirements of regulatory authorities with respect to capital markets during the current financial year. There were no instances of non-compliances by the Company and no penalties or strictures were imposed on the Company by the Stock Exchanges or SEBI or any statutory authority, on any matter related to the capital markets during the financial year 2020-21 and 2021-22.

The instances of non-compliances by the Company and penalties or strictures imposed on the Company by the Stock Exchanges or SEBI or any statutory authority, on any matter related to the capital markets during the financial year 2018-19 are furnished below: .

Sl No	1
Action taken by	BSE Limited
Details of violation	Public shareholding was reduced to below 25 %, which is in not in compliance with Regulation 38 of LODR and Rule 19 and 19-A of Securities Contract (Regulation) Rules, 1957
Details of action taken Eg fines, warning letter, debarment, etc	BSE has imposed a fine of Rs. 44,60,400/-
Current status	The promoters of the Company launched Offer for Sale on February 28, 2019 on the secondary market mechanism of BSE and offloaded the excess quantity of 8,72,900 Equity Shares. Thereafter, the shareholding of the promoters has been brought down to 75 % and Company has thus complied with the MPS norms. Company has submitted a reply explaining the reasons for not being to able to launch the OFS owing to suspension of shares and freezing of shares of promoters held by promoters, to BSE on February 15, 2019 and requested it to waive the fine in this regard(case closed and promoter paid Rs.10,00,000)

- **Details of establishment of vigil mechanism, whistle blower policy and affirmation that no personnel has been denied access to the audit and Risk committee.**

Company has adopted a revised Whistleblower policy and vigil mechanism for directors, employees and stakeholders to report concerns about unethical behavior, actual or suspected fraud or violation of the company's code of conduct. The said policy has been posted on the company's website at www.maccharlesindia.com. The company affirms that no personnel have been denied access to the Audit and Risk Committee of the Board.

- **Code for Prevention of Insider Trading Practices**

During the year under review, the Company revised its Insider Trading policy incorporating policy for determination of Legitimate purposes, mechanism for internal control, mechanism for dealing with suspected leak of unpublished price sensitive information as per the SEBI (Prohibition of Insider Trading) Regulations, 2015 and the same was approved and adopted by the Company effective March 2020. The insider trading Policy is also posted on the website of the Company and can be accessed at www.maccharlesindia.com

- **Weblink where policy for determining material subsidiaries is disclosed:**

The audit and Risk committee reviews the consolidated financial statements of the Company and the investments made by its unlisted subsidiary companies. The minutes of the board meetings along with a report on significant developments of the unlisted subsidiary companies are periodically placed before the Board of Directors of the Company. The policy on determining the material subsidiary is disclosed on www.maccharlesindia.com.

- Web link where policy on dealing with related party transactions is disclosed: www.maccharlesindia.com.
- **Commodity price risk or foreign exchange risk and hedging activities:**

Your Company does not deal in any commodity and hence is not directly exposed to any commodity price risk and therefore no question of hedging. The Company has not entered into foreign currency swap/derivative transactions to cover the risk exposure on account of foreign currency transactions. Your Company follows the Accounting Policy and Disclosure Norms for swap/derivative transactions as prescribed by the relevant Regulatory Authorities and Accounting Standards from time to time. The foreign exchange exposure as on March 31, 2022 is NIL

- Company has not raised any funds raised through preferential allotment or Qualified Institutional Placement ("QIP") as specified under Regulation 32(7A) and hence the question of disclosure of utilization of funds is not applicable to the company.
- The Company has received a certificate from Mr. Umesh P Maskeri, practicing Company Secretary to the effect that none of the directors on the Board of the Company has been debarred or disqualified from being appointed or continuing as directors of the Company by the Ministry of Corporate Affairs or any other statutory authority. The same forms part of this report.
- All recommendations of various committees of the Board which is mandatorily required, in the relevant financial year, have been accepted by the Board.

- **Disclosure relating to the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013:**

The Company has always believed in providing a safe and harassment- free workplace for every individual working in the company. The Company has complied with the applicable provisions of the aforesaid act and rules made thereunder, including constitution of Internal Complaint Committee ("ICC"). Company has not received any complaint during the financial year.

- **During the financial year 2021-22, details of total fees for all services paid/payable by the Company and its subsidiary, on a consolidated basis, to the statutory auditor and all entities in the network firm/network entity of which the statutory auditor is a part, is furnished below:**

	Amount INR in millions				
Particulars	**by the company**	**by the subsidiary**	**by the subsidiary**	**by the subsidiary**	**Total**
	Mac Charles	**Blue Lagoon**	**Neptune**	**Mac Charles Hub**	
Statutory Audit	3.5	.47	.47	.10	4.54
Taxation & Other Matter	.40	-	-	-	.40
Out of pocket expenses	.13	-	-	-	.13
Total	**4.03**	**.47**	**.47**	**.1**	**5.07**

13. NON-COMPLIANCE OF ANY REQUIREMENT OF CORPORATE GOVERNANCE REPORT:

The Company has complied with all the requirements of Corporate Governance.

14. EXTENT TO WHICH DISCRETIONARY REQUIREMENTS AS SPECIFIED IN PART E OF SCHEDULE II HAVE BEEN ADOPTED

During the year under review, there was no audit qualification in the Auditors' Report on the Company's financial statements. The Company continues to adopt best practices to ensure a regime of unqualified financial statements. The Company does not have a Chairman therefore compliance with the requirement of having separate persons to the post of Chairman and Managing Director / Chief Executive Officer does not arise.

Also, Ernst & Young LLP, the Internal Auditors of the Company, make presentations to the audit and Risk committee on their reports. The Company has been filing quarterly, half yearly results with stock exchanges within the stipulated timeline and also publishing on our website www.maccharlesindia.com

Company has complied with all the mandatory requirements of Listing Regulations. The status of compliance with the discretionary requirements, as stated under Part E of Schedule II to the Listing Regulations, is as under:

a. Company has not yet provided a chairman's office separately. However, all expenses incurred by the Chairman in performance of his duties are reimbursed by the company.
b. Company has not sent half yearly declaration of half yearly performance including summary of to the significant event in the last six months to each household of shareholders.
c. The auditors have expressed an unmodified opinion in their report on the financial statements of the Company.
d. The internal auditor reports to the Audit and Risk Committee of Directors.

15. POLICY PERTAINING TO DETERMINATION AND DISCLOSURE OF THE MATERIAL EVENTS/INFORMATION

The Board of Directors has adopted a revised policy pertaining to determination and disclosure of the material events/information. Accordingly any such material events/information will be disclosed to the concerned either by Chairman or Chief Financial Officer or Company

Secretary. The policy on determination and disclosure of material events/information is posted in the website of the company

16. CODE OF CONDUCT:

The members of the board and senior management personnel have affirmed the compliance with Code applicable to them during the year ended March 31, 2022. The declaration signed by the CFO in terms of Regulation 17(5) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 on the compliance declarations received from Independent Directors, Non-executive Directors and Senior Management is annexed to this report.

17. CONFLICT OF INTERESTS

Each Director informs the Company on an annual basis about the Board and the Committee positions he occupies in other companies including Chairmanships and notifies changes during the year. The Members of the Board while discharging their duties, avoid conflict of interest in the decision making process. The Members of Board restrict themselves from any discussions and voting in transactions in which they have concern or interest.

18.**DECLARATION BY CFO STATING THAT THE MEMBERS OF BOARD OF DIRECTORS AND SENIOR MANAGEMENT PERSONNEL HAVE AFFIRMED COMPLIANCE WITH THE CODE OF CONDUCT OF BOARD OF DIRECTORS AND SENIOR MANAGEMENT**

In terms of Regulation 17(8) of the Listing Regulations, Chief Financial Officer has provided a certificate to the Board of Directors in the prescribed format , which has been reviewed by the Audit Committee and taken on record by the Board. This certificate is annexed to this Report.

19. COMPLIANCE CERTIFICATE FROM PRACTICING COMPANY SECRETARY REGARDING COMPLIANCE OF CONDITIONS OF CORPORATE GOVERNANCE

Company has obtained the Compliance Certificate from Mr. Umesh P Maskeri, Practicing Company Secretary confirming compliance with the conditions of Corporate Governance as stipulated under Regulation 34 (3) read with Schedule V (E) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 on Corporate Governance, which is attached to this Report.

20. DISCLOSURES WITH RESPECT TO DEMAT SUSPENSE ACCOUNT/UNCLAIMED SUSPENSE ACCOUNT:

Sl. No.	Particulars (for the Financial Year 2021-22)	No of Cases	No of Equity Shares
1.	Aggregate number of shareholders and the outstanding equity shares in the suspense account lying at the beginning of the year;	NIL	NIL
2.	Number of shareholders who approached issuer for transfer of equity shares from suspense account during the year;	NIL	NIL
3.	Number of shareholders to whom equity shares were transferred from suspense account during the year;	NIL	NIL
4.	Aggregate number of shareholders and the outstanding equity shares in the suspense account lying at the end of the year	NIL	NIL

21. TRANSFER OF UNPAID DIVIDEND AMOUNT AND RESPECTIVE SHARES TO INVESTOR EDUCATION AND PROTECTION FUND

During the year, the Company has transferred the unclaimed and unpaid dividends of Rs.34,42,888/- pursuant to Rule 5(4) of Investor Education and Protection Fund Rules, 2016 ("IEPF Rules) and Further, 20800 corresponding shares on which dividends were unclaimed for seven consecutive years were transferred as per the requirements of the IEPF Rules.

On behalf of the Board of Directors
For Mac Charles (India) Limited

Sd/-	**Sd/-**
PBAppiah Director DIN: 00215646	P.R.Ramakrishnan Director DIN: 00055416

Place :Bengaluru
Date: 09.08.2022

Registered office & Website site and Email ID
1st Floor Embassy Point 150 Infantry Road, Bangalore - 560001
www.maccharlesindia.com
investor.relations@maccharlesindia.com

CERTIFICATE OF NON-DISQUALIFICATION OF DIRECTORS
(pursuant to Regulation 34(3) and sub clause (10) (i) of Para C of Schedule V the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015)

To
The Members of
Mac Charles (India) Limited
72/4, 1st Floor, Cunningham Road,
Bangalore-560052

I have examined the relevant registers, records, forms, returns and disclosures received from the Directors of Mac Charles (India) Limited having CIN L55101KA1979PLC003620 and having registered office at No. 72/4, 1st Floor, Cunningham Road, Bangalore-560052 (hereinafter referred to as 'the Company'), produced before me by the Company for the purpose of issuing this Certificate, in accordance with Regulation 34(3) read with sub clause 10 (i) of Para-C of Schedule V of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

In my opinion and to the best of my information and according to the verifications (including Directors Identification Number (DIN) status at the portal www.mca.gov.in) as considered necessary and explanations furnished to me by the Company and its officers, I hereby certify that none of the Directors on the Board of the Company as stated below for the Financial Year ended on March 31, 2022 have been debarred or disqualified from being appointed or continuing as Directors of companies by the Securities and Exchange Board of India, Ministry of Corporate Affairs, or any such other Statutory Authority.

S.No.	Name of the Director	DIN	Date of Appointment in Company
1.	Mr.Pandithacholanallur Ramakrishnan Rajagopalan	00055416	01-12-2016
2.	Mr. Appiah Palecanda Bopanna	00215646	26-08-2000
3.	Mr. Sartaj Sewa Singh	01820913	26-06-2020
4.	Mr. Aditya Virwani	06480521	01-12-2016
5.	Ms. Tanya Girdhar John	06641106	21-08-2015
6.	Mr. Suresh Vaswani	06645434	30-07-2013

Ensuring the eligibility of for the appointment / continuity of every Director on the Board is the responsibility of the management of the Company. My responsibility is to express an opinion on these, based on my verification. This certificate is neither an assurance as to the future viability of the Company nor of the efficiency or effectiveness with which the management has conducted the affairs of the Company.

Sd/-

UMESH PARAMESHWAR MASKERI
PRACTICING COMPANY SECRETARY
COP No. 12704 FCS No 4831
ICSI UDIN F004831D000422699
Peer Review Certificate No 653/2020

Place: Mumbai
Date : May 30, 2022

DECLARATION REGARDING COMPLIANCE BY
BOARD MEMBERS AND SENIOR MANAGEMENT PERSONNEL
WITH THE COMPANY'S CODE OF CONDUCT
[Regulation 34(3) read with Schedule V (Part D) of the SEBI
(Listing Obligations and Disclosure Requirements) Regulations, 2015]

This is to confirm that the Company has adopted a Code of Conduct for Board of Directors and Senior Management. Code of Conduct is available on the Company's website.

I hereby declare that all the members of Board of Directors and Senior Management have affirmed compliance with the Code of Conduct of Board of Directors and Senior Management of the Company.

CHIEF FINANCIAL OFFICER CERTIFICATE

(pursuant to the provisions of LODR)

We certify that :

1. We have received the financial statements and cash flow statement of Mac Charles (India) Limited for the financial year ended March 31, 2022 and to the best of our knowledge and belief:
   i) These statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading.
   ii) These statements together present a true and fair view of the Company's affairs and are in compliance with existing accounting standards, applicable laws and regulations.
2. To the best of our knowledge and belief, there are, no transactions entered by the Company during the financial year ended March 31, 2022 which are fraudulent, illegal or violating the Company's code of conduct.
3. We accept responsibility for establishing and maintaining internal controls over financial reporting and we have evaluated the effectiveness of Internal Control Systems of the Company over financial reporting and we have disclosed to the auditors and the audit Committee, deficiencies in eh design or operation of internal control over financial reporting, if any, of which we are aware and steps we have taken, propose to take to rectify these deficiencies. In our opinion, there are adequate internal controls over financial reporting.
4. We have indicated to the auditors and the audit committee:
   i) Significant changes/improvements in internal controls over financial reporting during he financial year ended March 31, 2022.
   ii) Significant changes in accounting policies made during the financial year ended March 31, 2022, if any have been disclosed in the notes to the financial statements.
   iii) That there are no instances of fraud of which we have become aware and the involvement therein, if any, of the management or an employee having a significant role in the Company's internal control system over financial reporting.

Sd/-

Place: Bengaluru **Pranesha K Rao**
Date: 09.08.2022 **Chief Financial Officer**

Registered office & Website site and Email ID
1st Floor, Infantry Road, Embassy Point Bangalore-560 001
www.maccharlesindia.com
investor.relations@maccharlesindia.com

CERTIFICATE OF COMPLIANCE WITH THE CORPORATE GOVERNANCE CERTIFICATE OF COMPLIANCE OF CONDITONS OF CORPORATE GOVERNANCE REQUIREMENTS PURSUANT TO REGULATION 34(3) READ WITH PARA E OF SHCEDULE V TO THE SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015

To the Members of
Mac Charles (India) Limited
Bangalore-560052

I have examined the compliance of conditions of corporate governance by Mac Charles (India) Limited (" the Company") having its Registered Office at No 72/4, 1st Floor, Cunningham Road, Bangalore-56052 and having Corporate Identity Number as L55101KA1979PLC003620, for the Financial Year ended March 31, 2022 as stipulated in Regulations (17) to (27), clause (b) to (i) of Regulation 46 (2) and paragraphs C, D and E of Schedule V of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations").

The compliance with the terms and conditions contained in the corporate governance is the responsibility of the management of the Company including the preparation and maintenance of all relevant supporting records and documents. My examination was limited to procedures and implementation thereof adopted by the Company for ensuring the compliance of the conditions of Corporate Governance. It is neither an audit nor an expression of opinion on the financial statements of the Company. I further state that such compliance is neither an assurance as to the future viability of the Company nor the efficiency or effectiveness with which the management has conducted the affairs of the Company.

In my opinion and to the best of my information and according to explanation given to me and the representations made by the Directors and the management of the Company, I certify that the Company has complied with the conditions of Corporate Governance as stipulated in the above-mentioned Listing Regulations.

Sd/-

UMESH PARAMESHWAR MASKERI
PRACTICING COMPANY SECRETARY
COP No. 12704 FCS No 4831
Peer Review Certificate No 653/2020
UDIN **004831D000766295**

Place: Mumbai
Date : August 09, 2022

ANNUAL REPORT ON CORPORATE SOCIAL RESPONSIBILITY (CSR) ACTIVITIES

1. Brief Outline of CSR Policy

The Board of Directors upon the recommendation of the Corporate Social Responsibility Committee have identified the following areas listed in Schedule VII of the Companies Act, 2013 for carrying out its CSR activities:

i. eradicating hunger, poverty and malnutrition, promoting preventive health care and sanitation and making available safe drinking water;
ii. promoting education, including special education and employment enhancing vocation skills especially among children, women, elderly, and the differently abled and livelihood enhancement projects;
iii. measures for the benefit of armed forces veterans, war widows and their dependents;
iv. training to promote rural sports, nationally recognized sports, Paralympic sports and Olympic sports;
v. contribution to the Prime Minister’s National Relief Fund or any other fund set up by the Central Government for socio- economic development and relief and welfare of the Scheduled Castes, the Scheduled Tribes, other backward classes, minorities and women;
vi. contributions or funds provided to technology incubators located within academic institutions which are approved by the Central Government
vii. rural development projects
viii. Slum Area Development
ix. Such other areas as may be included in Schedule VII of the Companies Act, 2013 from time to time

The Projects / Programmes may be undertaken by an Implementation Agency or the Company directly provided that such projects / programmes are in line with the activities enumerated in Schedule VII of the Companies Act, 2013.

The detailed Corporate Social Responsibility Policy is available on the website of the Company.

2. Composition of CSR Committee

The Corporate Social Responsibility (CSR) Committee comprises of the following members:

1.	Mr. P R Ramakrishnan	-Director	-	Member
2.	Mr. P.B. Appaiah	- Director	-	Member
3.	Ms. Tanya Girdhar John	- Director	-	Member

3. Average Net Profits

The average net profits i.e. profit before tax of the Company during the three immediately preceding financial years was : Rs.143.61 Million

4. Prescribed CSR Expenditure

The prescribed CSR expenditure was 2.87 millions i.e. 2 % of the average net profits mentioned in Pont 3 above.

5. Details of CSR Spend

a. Total amount to be spent for the financial year 2021-22: Rs. 2.87 Millions.
b. Amount spent: Rs. 2.98 Million
c. Manner in which the amount was spent during the financial year is detailed below: (Amount in Millions)

Sl No.	CSR project or activity identified	Sector in which the activity is covered	Projects or activity (1) Local Area or Other (2) Specify the State and District where Projects/Programmed undertaken	Amount Outlay (Budget) project / programs wise	Amount spent on the projects or activity	Cumulative Expenditure up to the reporting period	Amount Spent: Direct or through implementing agency*
1	Promoting Education and Healthcare	including special education and employment enhancing vocation skills especially among children	Bengaluru Karnataka	2.87	2.98	2.98	—

6. Responsibility Statement

The implementation and monitoring of Corporate Social Responsibility (CSR) Policy, is in compliance with CSR objectives and policy of the Company.

On behalf of the Board of Directors

For Mac Charles (India) Limited

Sd/-	**Sd/-**
P B Appiah	**P.R.Ramakrishnan**
Director	**Director**
DIN: 00215646	**DIN: 00055416**

Place : Bengaluru
Date: 09.08.2022
Registered office Website site and Email ID:
1st Floor, Embassy Point, 150 Infantry Road, Bangalore-560 001
www.maccharlesindia.com
investor.relations@maccharlesindia.com

MANAGEMENT DISCUSSION & ANALYSIS REPORT

Our Company has been reporting consolidated results considering the results of its subsidiary. This discussion, therefore, covers the financial results and other developments during April 2021 to March 2022. Some statements in this discussion describing the projections, estimates, expectations or outlook may be forward looking. Actual results may, however, differ materially from those stated because of several factors such as changes in government regulations, tax regimes, economic developments within India and abroad, exchange rates and interest rates fluctuations, impact of competition, demand and supply constraints.

1. GLOBAL ECONOMY

As we complete two years of the Covid-19 crisis, the world is returning to normalcy on the health front, in large part due to rising vaccinations. Concerted policy response from governments as well as central banks over the past two years has helped mitigate demand destruction and job losses inspite of this unprecedented pandemic.

To add to this, the Russian invasion of Ukraine has led to significant loss of life and large-scale human suffering. Further, the war is continuing to cause damage to global supply chains, particularly in fuel and food, further exacerbating inflationary pressures and increasing pressure on emerging economies"

There is a broad acknowledgement that the unprecedented levels of fiscal and monetary stimulus supporting the global economy come with their own threats to market volatility.

2. INDIAN ECONOMY

Despite Covid-19 related threat & disruptions, India is on a course of recovery with nearly 2 billion vaccine doses administered covering more than 90% of the eligible population by May 2022. Administration of precautionary doses to the eligible population has also commenced.

On the back of a coordinated policy response from both fiscal and monetary sides, India is poised to grow at the fastest pace year-on-year. The National Statistical Office (NSO) pegged India's real gross domestic product (GDP) growth for FY22 at a robust 8.7% (Source: Ministry of Statistics and Programme Implementation).

Economic uncertainties on account of covid-led supply disruptions and geopolitical tensions have impacted India as well. The country, being a major oil importing country, is grappling with elevated inflation which led the Reserve Bank of India (RBI) to hike the repo rate by 90 basis points (bps) in May and June 2022. It is predicted that this upward trajectory will continue in this financial year leading to interest rate hardening by 150-200 bps cumulatively by end of FY23.

Nonetheless, RBI predicts the Indian economy to grow at ~7.2% due to its inherent strength and reforms with a focus on enhancing manufacturing capabilities, and so on.

3. INDUSTRY INSIGHT

The Company discontinued its hotel operations (erstwhile Le Meredien) in Bangalore in October 2019 , and competed demolition of the building and started construction of building for leasing as commercial space. Therefore, industry insight is focused on the Commercial Real Estate Market on which the growth of future of the company is reliant on.

However, amid this uncertainty, we have a positive view on a number of areas pertaining to the Commercial Real Estate business, in which our Company is investing in the immediate future to build an A Grade Commercial Tower in CBD Bangalore to create an iconic office tower for tenancy to leading global MNCs & other high profile clients.

At the outset, demand for high quality commercial space as a sector is expected to continue to grow in India and the year ahead looks promising and encouraging.

Firstly, despite the inclusion of work from home cuclture by various companies, we have seen a tremendous increase in office attendance and an upward trajectory in physical presence. It is noteworthy that the WFH experiment in India has delivered in this crisis but Industry interactions with many corporate occupiers is pointing towards a preliminary assessment that while the industry may see more flexibility in employee work styles, its occupiers and their employees cannot, in India, be fully replaced by solitary WFH changes in our target segments.

A second point of certainty is that our Project is focused on delivering best-in-class office premises and amenities to the best corporations globally and in India. Our targeted customer base operates here in Bangalore because this remains the global hub for technology sectors and Global captives of GCC are announcing strong hiring plans for India. Considering, India continues to have a significant employee cost advantage and affordable rentals to the GCC and technology has become even more important to the functioning of the global economy, we believe that this will be beneficial to our Project.

Finally, our Project proposes to provide a high quality product offering & total business ecosystem, with the necessary infrastructure and productive environment , which will remain in demand in a landmark location within Bangalore CBD , further enhancing the resilience of our project in times such as today.

Looking forward, we firmly believe that we are placed at right location and with strong execution of our leasing & development expertise, we will have the right product in the right sector.

4. MARKET OUTLOOK

- India office demand well placed given talent pool, cost advantage and depreciating rupee
- Bangalore continues with record absorption for Indian commercial office space , and as India's leading market with 30% share of historical annual leasing.
- In the medium-term, high-quality assets to benefit from supply shrinkage and demand from increased technology spends
- Absorption uncertainty exists and there are multiple possible outcomes based on lockdown time frame. However, limited impact for existing leases in Grade A properties
- Evolving themes such as WFH, de-densification, wellness, industry consolidation, flight to quality
- Opportunity given industry consolidation, preference for institutional assets and low supply in key micro-market
- Only well-funded developers to complete projects
- Dramatic liquidity squeeze to disrupt new projects
- Announced supply for next two years expected to drastically shrink

5. OPPORTUNITIES

TheIndian real estate sector has been in a consolidation phase from the past few years and picked up pace resulting from several reforms and disruptions in the sector. On one hand small developers look forward to consolidation with an organized developer, on the other hand the sector is brimming with new concepts, innovative solitions and efiecint practices.

This opens up new avenues of growth for organized developers with healthy balance sheets and execution track record to take over the projects of smaller developers at attractive valuations. It allows them to increase their portfolio offering and improve target customer confidence. The ongoing consolidation is expected to accelerate further amidst COVID19 and established, well capitalized players stand to gain further market share.

Also, innovative concepts like student living, co-living, data centres and many more are becoming centre stage. Builders are even looking for cost-effective ways to construct properties to make prices competitive.
Hence, the company has immense opportunities to grow futher and maximise the returns.

6. THREATS/ CHALLENGES

Unfavorable changes in government policies and the regulatory environment can adversely impact the performance of the sector. Retrospective policy changes and regulatory bottlenecks may impact profitability and affect the attractiveness of the sector and companies operating within the sector.
The sector can be impacted by delays in multiple approval processes which need to be undertaken for every project.

7. SEGMENT WISE PERFORMANCE AND FINANCIAL PERFORMANCE WITH RESPECT TO OPERATIONAL PERFORMANCE

- **Factors used to identify the entity's reportable segments, including the basis of organisation:**

The Company has diversified into electricity generation through Wind Turbine Generators (WTG) for sale of electricity to the GESCOM, HESCOM and third-party consumers. Further, the Company has earnings on investments.

During the year under review, the Company had demolished the erstwhile hotel building and started construction to rebuild the said space for commercial use.
For management purposes, the Company has multiple reportable segments namely:

Development of Real Estate, Windmill, Rental Income and others.

Financial performance of the Company is as under:

(in millions)

PARTICULARS **Segmentwise Turnover/Revenue**	**Financial Year ended 31-03-2022**	**Financial Year ended 31-03-2021**
1. Continue Operation		
a) Sale of Electricity	105.55	81.12
b) Office Rentals	114.22	149.79
c) Others	1153.94	38.93
2. Discontinue Operation		
Hotel Sales Turnover	-	-
3. Exceptional Income		-
Total Revenue	1373.71	269.84
Continue Operation		
Profit/(Loss) before Depreciation ,Finance Cost & Tax	1239.59	161.99
Less Depreciation	26.36	35.53
Less Finance Cost	59.58	103.91
Profit/(Loss) before tax	1153.65	22.55
Profit/(Loss) for the year	1110.32	19.83

Discontinue Operation		
Profit/(Loss) before tax	-	-9.16
Profit/(Loss) for the year	-	-9.16
Total Profit /Loss for the year	1110.32	10.67
Total Comprehensive Income	1109.74	11.65
Earning Per Share - basic & Diluted- Rs	84.75	0.81

- **Geographical Information**

The geographic information analyses the Company's revenue and Non-Current Assets by the Company's country of domicile and other countries. As the Company is engaged in Development of Real Estate property in India, Windmill and Rental income, it has only multiple reportable geographical segment.

- **Information about major customers**

Business segment	Customer
Windmill	Vikas Telecom Pvt. ltd.
Rental Income	LG and Inmobi

Apart from above no other customers constituted 10% or more of the total revenue of the Company for the year ended March 31, 2022 .

8. OUTLOOK

While uncertainties around the impact of COVID 19 pandemic persist, we have highlighted the positive outlook for high grade Commercial Real Estate in our Industry Insight (Section 3) whereby we see an opportunity for well established players in the industry. The start of FY2021 may be muted due to the lockdown and subsequent impact on economy, but we believe that our Commercial Real Estate project , which is expected to be completed by 2024 , by which time we see the uncertainties of the current global & national economic downturn having been overcome to benefit from the positives that will accrue to Companies like ours with healthy operational performance & strong balance sheets.

9. RISKS AND CONCERNS

Industry Risk

The real estate sector in India is heavily regulated by the central, state and local governments. Real estate developers are required to comply with a number of laws and regulations, including policies and procedures established and implemented by local authorities in relation to land acquisition, transfer of property, registration and use of land. These laws often vary from state to state.

General Economic Conditions:

The Real Estate and Construction Industry is prone to impact due to fluctuations in the economy caused by changes in global and domestic economies, changes in local market conditions, competition in the industry, government policies and regulations, fluctuations in interest rates and foreign exchange rates and other social factors.

Socio-Political Risks:

In addition to economic risks, your Company faces risks from the socio-political environment, internationally as well as within the country and is affected by events like political instability, connect between nations, threat of terrorist activities, occurrence of infectious diseases, extreme weather conditions and natural calamities, etc., which may affect the demand and supply activity.

Company Specific Risks:

The Company specific risks remain by and large the same as mentioned hereinabove.

10. INTERNAL CONTROL SYSTEMS AND THEIR ADEQUACY

Internal information systems ensure smooth information to facilitate proper control. Adherence to the systems is then validated through the process of internal audit. The Company has adequate system of internal audit control to ensure that all the assets are safeguarded and protected. Regular internal audits are conducted by the professional Chartered Accountant firm and reports submitted by these Internal Auditors are periodically reviewed by the Audit Committee of the Board. The findings and compliance/s are reported to the apex level management on a periodic basis. The Company has constituted an in-house Committee for timely implementation of internal audit recommendations. The Company has clear systematic process and well-defined roles and responsibilities for people at different hierarchical levels.

This ensures appropriate information on to facilitate monitoring.

11.DEVELOPMENT IN HUMAN RESOURCES AND INDUSTRIAL RELATIONS

As reported last year, the Company is opertating with employees in various roles.

The Company believes that the quality of the employees is the key to its success in the long run and is committed to provide necessary human resource development and training opportunities to equip them with skills, enabling them to keep pace with ongoing technological advancements and evolve. Employees are provided opportunity to grow and prosper. In the meantime, all efforts are being made to control cost to maintain present level of profitability.

12. DETAILS OF SIGNIFICANT CHANGES IN KEY FINANCIAL RATIOS

The details of significant changes (i.e. change of 25 % or more as compared to the immediately previous financial year) in key financial ratios, alongwith the explanation, are furnished as under:

Sl.No	Particulars of ratio	Ratio for the FY 2021-22	Ratio for the FY 2020-21	Extent of change over the previous year in %	Explanation for significant change (more than 25 %)

1	Debtors turnover	20.71	26.39	-22%	-
2	Inventory turnover	-	-	-	-
3	Interest coverage	20.81	1.56	1235%	EBITDA increased in FY 21-22 , mainly due to higher profit on sale of asset & Investment. Finance cost reduce on part pre -payment of HDFC Loan.
4	Current ratio	0.95	2.96	-68%	Current Ratio is reduced mainly due to increase in liability classified as held for sale.
5	Debt Equity	.43	.41	3%	
6	Operating profit Margin (%)	-	-	-	
7	Net profit margin (%)	81%	4%	1944%	Net Profit Marging increased mainly due to higher profit on sale of asset & Investment.

Change in Return on Net Worth

Return on net worth during the financial year 2021-22 is 4021.13 Million as compared to financial year 2020-21 Rs. 2911.39 Million.

8. **DISCLOSURE OF ACCOUNTING TREATMENT:**

The Company has followed all relevant Accounting Standards while preparing the Financial Statements.

9. CAUTIONARY STATEMENT

The views and futuristic statements contained in this report are the perception of management and subject to certain risks and uncertainty that could cause actual results to differ materially from those such statements. Readers should carefully review the other information in this Annual Report and in the Company’s periodic reports. The Company undertakes no obligation to publicly update or revise any of these futuristic statements, whether because of latest information, future events, or otherwise.

Independent Auditor's Report

To the Members of Mac Charles (India) Limited

Report on the Audit of the Standalone Financial Statements

Opinion

1. We have audited the accompanying standalone financial statements of Mac Charles (India) Limited ('the Company'), which comprise the Balance Sheet as at 31 March 2022, the Statement of Profit and Loss (including Other Comprehensive Income), the Statement of Cash Flows, the Statement of Changes in Equity for the year then ended, and a summary of the significant accounting policies and other explanatory information.

2. In our opinion and to the best of our information and according to the explanations given to us the aforesaid standalone financial statements give the information required by the Companies Act, 2013 ('the Act') in the manner so required and give a true and fair view in conformity with the Indian Accounting Standards ('Ind AS') specified under Section 133 of the Act read with the Companies (Indian Accounting Standards) Rules, 2015 and other accounting principles generally accepted in India, of the state of affairs of the Company as at 31 March 2022, and its profit (including other comprehensive income), its cash flows and the changes in equity for the year ended on that date.

Basis for Opinion

3. We conducted our audit in accordance with the Standards on Auditing specified under Section 143(10) of the Act. Our responsibilities under those standards are further described in the Auditor's Responsibilities for the Audit of the Standalone Financial Statements Section of our report. We are independent of the Company in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India ('ICAI') together with the ethical requirements that are relevant to our audit of the financial statements under the provisions of the Act and the rules thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the Code of Ethics. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Key Audit Matters

4. Key audit matters are those matters that, in our professional judgment were of most significance in our audit of the standalone financial statements of the current period. These matters were addressed in the context of our audit of the financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters.

5. We have determined the matters described below to be the key audit matters to be communicated in our report.

Key audit matter	How our audit addressed the key audit matter
Impairment assessment of investments and loans in subsidiaries The Company's accounting policy relating to impairment assessment of the investments and loans is set out in note 3.4 respectively to the standalone financial statements. As detailed in note 7 to the financial statements, as at 31 March 2022, the carrying values of Company's investment in its subsidiaries amounts to ₹ 2,601.67 million. Further as detailed for note 8 to the financial statements, as at 31 March 2022, loans given to subsidiaries amount to ₹ 689.23 million. Impairment assessment of these investments and loans is considered	**Our audit procedures included, but were not limited to, the following:** • Obtained an understanding of the management process for identification of possible impairment indicators and process followed by the management for impairment testing. • Understood, evaluated and tested controls around management's assessment of the impairment indicators and the testing performed. • Compared the carrying value of investments made and loans given to the net assets of the underlying entity, to identify whether the net assets, being an approximation of their minimum recoverable amount, were in excess of their carrying amount. • Wherever the net assets were lower than the recoverable amount, for material amounts: ▪ We obtained and verified the

Key audit matter	How our audit addressed the key audit matter
as a significant risk as there is a risk relating to recoverability of the investments and loans, and that impairment charge, if any, may be required to be recorded in the standalone financial statements. The recoverability of these investments is inherently subjective due to reliance on land valuations of the properties held, cash flow projections of these investee companies. The above impairment test has not resulted in recognition of any impairment loss during the period. Investment in subsidiaries and loans given to subsidiaries is identified as a key audit matter considering the significance of the balance, recoverability risks and involvement of significant judgment and assumptions.	valuation of land parcels and the properties of these entities done by management's expert as per the government prescribed circle rates and prevalent market rate. ▪ Considered the independence, competence and objectivity of management's external specialist involved in determination of the valuation. ▪ Involved auditor's expert to independently assess such fair values as provided by the management. ▪ Obtained and verified the management certified cash flow projections for the projects and tested the underlying assumptions used by the management in arriving at those projections. ▪ Determined the appropriateness of the valuation methodology applied in determining the fair valuation of the assets of the subsidiaries. ▪ Challenged the management on the underlying

Key audit matter	How our audit addressed the key audit matter
	assumptions used for the cash flow projections, considering evidence available to support these assumptions and our understanding of the business. • We have discussed with management and obtained and reviewed the support letter from the Holding Company, Embassy Property Developments Private Limited, confirming that they would continue to infuse funds / capital into the subsidiaries Blue Lagoon Real Estate Private Limited and Neptune Real Estate Private Limited as and when required for the expansion of business / working capital / repayment of loans to Mac Charles (India) Limited. • Assessed the appropriateness and adequacy of the disclosures made by the management in accordance with applicable accounting standards.
Accounting treatment of borrowings and compliance with covenants Refer note 21 to the standalone financial statements for borrowings obtained during the year and outstanding as at 31 March 2022 and refer note 3.6 and	Our audit procedures, included, but were not limited, to the following: • Evaluated the appropriateness of accounting policy for borrowings in terms of principles enunciated under Ind AS, including Ind AS 109 and Ind AS 23; • Evaluated the design and implementation of

Key audit matter	How our audit addressed the key audit matter
note 3.15 for the related accounting policy. As at 31 March 2022, the carrying value of borrowings amounts to ₹ 1,713.11 million which includes Non-Convertible Debentures (NCDs) amounting to ₹ 1,222.91 million and term loan from bank amounting to ₹ 490.20 million. During the current year, the Company has issued NCDs to finance its upcoming real estate projects. Significant transaction costs were incurred towards raising such funds accounted for using the effective interest method given under Ind AS 109, Financial instruments (‘Ind AS 109’). The interest cost incurred by the Company on aforesaid NCDs have been capitalized as cost of construction of the real estate projects for which such specific borrowings have been obtained in accordance with the principles of Ind AS 23, Borrowing Costs (‘Ind AS 23’).	Company’s key financial controls in respect of recognition of borrowing costs and compliance with covenants and tested the operating effectiveness of such controls throughout the year; • Obtained and read the agreements for issuance of borrowings and evaluated the terms and conditions as relevant to ensure appropriateness of the accounting treatment; • Reviewing the amortisation schedules and performed re-computation based on the effective interest method as per Ind AS 109. • Verified compliance of debt covenants as specified in borrowing agreements. • Involved valuation specialists as auditor’s experts to assist in evaluating the appropriateness of key assumptions used for fair valuation of assets used for aforesaid debt covenant testing. • Obtained the financial information of the Guarantor from management to ensure that specific debt covenant in this respect is complied with. • Assessed the maturity profile of the borrowings to evaluate the classification

Key audit matter	How our audit addressed the key audit matter
Further, as per the terms of the related debenture deeds, the Company is required to comply with certain debt covenants including on debt coverage and ‘Loan to Value’ ratios that require the management to perform a fair valuation of assets pledged as security at end of each reporting period, and requires determination and reporting of the financial information of the Guarantor. Considering the significance of amount of borrowings and transaction costs, which required considerable audit efforts to test the accounting treatment of such borrowings, subjectivity involved in estimation of fair value of assets and determination of financial information of the Guarantor used for debt covenant compliance testing, we have identified this as a key audit matter in the current year audit.	and disclosure of borrowings as per applicable accounting standards.

Information other than the Financial Statements and Auditor's Report thereon

6. The Company's Board of Directors are responsible for the other information. The other information comprises the information included in the Annual Report, but does not include the standalone financial statements and our auditor's report thereon.

   Our opinion on the standalone financial statements does not cover the other information and we do not express any form of assurance conclusion thereon.

   In connection with our audit of the standalone financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the standalone financial statements or our knowledge obtained in the audit or otherwise appears to be materially misstated. If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

Responsibilities of Management and Those Charged with Governance for the Standalone Financial Statements

7. The accompanying standalone financial statements have been approved by the Company's Board of Directors. The Company's Board of Directors are responsible for the matters stated in Section 134(5) of the Act with respect to the preparation and presentation of these standalone financial statements that give a true and fair view of the financial position, financial performance including other comprehensive income, changes in equity and cash flows of the Company in accordance with the Ind AS specified under Section 133 of the Act and other accounting principles generally accepted in India. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

8. In preparing the financial statements, the Board of Directors are responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless the Board of Directors either intend to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

9. Those Board of Directors and those charged with governance are also responsible for overseeing the Company's financial reporting process.

Auditor's Responsibilities for the Audit of the Standalone Financial Statements

10. Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with Standards on Auditing will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these financial statements.

11. As part of an audit in accordance with Standards on Auditing, specified under Section 143(10) of the Act we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control;
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under Section 143(3)(i) of the Act we are also responsible for expressing our opinion on whether the Company has adequate internal financial controls system with

reference to financial statements in place and the operating effectiveness of such controls;

- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management;
- Conclude on the appropriateness of Board of Directors' use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern;
- Evaluate the overall presentation, structure and content of the financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation;

12. We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.
13. We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.
14. From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the financial statements of the current period and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

Report on Other Legal and Regulatory Requirements

15. As required by Section 197(16) of the Act based on our audit, we report that the Company has paid remuneration to its directors during the year in accordance with the provisions of and limits laid down under Section 197 read with Schedule V to the Act.
16. As required by the Companies (Auditor's Report) Order, 2020 ('the Order') issued by the Central Government of India in terms of Section 143(11) of the Act we give in the Annexure I a statement on the matters specified in paragraphs 3 and 4 of the Order, to the extent applicable.
17. Further to our comments in Annexure I, as required by Section 143(3) of the Act based on our audit, we report, to the extent applicable, that:

a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purpose of our audit of the accompanying standalone financial statements;

b) in our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those;

c) The standalone financial statements dealt with by this report are in agreement with the books of account;

d) in our opinion, the aforesaid standalone financial statements comply with Ind AS specified under Section 133 of the Act;

e) On the basis of the written representations received from the directors and taken on record by the Board of Directors, none of the directors is disqualified as on 31 March 2022 from being appointed as a director in terms of Section 164(2) of the Act;

f) With respect to the adequacy of the internal financial controls with reference to financial statements of the Company as on 31 March 2022 and the operating effectiveness of such controls, refer to our separate Report in Annexure II wherein we have expressed an unmodified opinion; and

g) With respect to the other matters to be included in the Auditor's Report in accordance with rule 11 of the Companies (Audit and Auditors) Rules, 2014 (as amended), in our opinion and to the best of our information and according to the explanations given to us:

i. the Company does not have any pending litigation which would impact its financial position as at 31 March 2022;

ii. the Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses as at 31 March 2022;

iii. There has been no delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by the Company during the year ended 31 March 2022;

iv.

a. The management has represented that, to the best of its knowledge and belief, as disclosed in note 43 to the standalone financial statements, no funds have been advanced or loaned or invested (either from borrowed funds or securities premium or any other sources or kind of funds) by the Company to or in any persons or entities, including foreign entities (‘the intermediaries’), with the understanding, whether recorded in writing or otherwise, that the intermediary shall, whether, directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Company (‘the Ultimate Beneficiaries’) or provide any guarantee, security or the like on behalf the Ultimate Beneficiaries;

b. The management has represented that, to the best of its knowledge and belief, as disclosed in note 43 to the standalone financial statements, no funds have been received by the Company from any persons or entities, including foreign entities (‘the Funding Parties’), with the understanding, whether recorded in writing or otherwise, that the Company shall, whether directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party (‘Ultimate Beneficiaries’) or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries; and

c. Based on such audit procedures performed as considered reasonable and appropriate in the circumstances, nothing has come to our notice that has caused us to believe that the management representations under sub-clauses (a) and (b) abovecontain any material misstatement.

v. The Company has not declared or paid any dividend during the year ended 31 March 2022.

For **Walker Chandiok & Co LLP**
Chartered Accountants
Firm’s Registration No.: 001076N/N500013
Sd/-
Ashish Kedia
Partner
Membership No.: 215834
UDIN: 22215834ALGFGT2422
Place: Bengaluru
Date: 30 May 2022

Annexure I referred to in Paragraph 16 of the Independent Auditor’s Report of even date to the members of Mac Charles (India) Limited on the standalone financial statements for the year ended 31 March 2022

In terms of the information and explanations sought by us and given by the Company and the books of account and records examined by us in the normal course of audit, and to the best of our knowledge and belief, we report that:

(i) (a) (A) The Company has maintained proper records showing full particulars, including quantitative details and situation of property, plant and equipment.

(B) The Company does not have any intangible assets and accordingly, reporting under clause 3(i)(a)(B) of the Order is not applicable to the Company.

(b) The property, plant and equipment have been physically verified by the management during the year and no material discrepancies were noticed on such verification. In our opinion, the frequency of physical verification program adopted by the Company, is reasonable having regard to the size of the Company and the nature of its assets.

(c) The title deeds of all the immovable properties (including non current asset held for sale) held by the Company (other than properties where the Company is the lessee and the lease agreements are duly executed in favour of the lessee) disclosed in the financial statements are held in the name of the Company. However, for title deeds of immovable properties in the nature of land and building situated with gross carrying values of ₹9.87 million and ₹364.64 million as at 31 March 2022, which have been mortgaged as security for loans or borrowings taken by the Company, confirmations with respect to title of the Company have been directly obtained by us from the respective lenders.

(d) The Company has not revalued its property, plant and equipment during the year. Further, the Company does not hold any intangible assets.

(e) No proceedings have been initiated or are pending against the Company for holding any benami property under the Benami Transactions (Prohibition) Act, 1988 (45 of 1988) and rules made thereunder. Accordingly,reporting under clause 3(i)(e) of the Order is not applicable to the Company

(ii) (a)The Company does not hold any inventory. Accordingly, reporting under clause 3(ii)(a) of the Order is not applicable to the Company.

(b) The Company has not been sanctioned working capital limits by banks or financial institutions on the basis of security of current assets during any point of time of the year. Accordingly, reporting under clause 3(ii)(b) of the Order is not applicable to the Company.

(iii) (a) The Company has provided loans to subsidiaries during the year as per details given below:

Particulars	Guarantees	Security	Loans	Advances in nature of loans
Aggregate amount during the year				
- Subsidiaries	-	-	722.21	-
Balance outstanding as at balance sheet date				
- Subsidiaries	-	-	1,230.62	-

(b) The Company has not provided any guarantee or given any security or granted any loans or advances in the nature of loans during the year. However, the Company has made investment in three entities, amounting to ₹2,035.20 million (year-end balance) and has granted loans to its subsidiaries amounting to ₹1,230.62 million and in our opinion, and according to the information and explanations given to us, the investments made and loans given are, prima facie, not prejudicial to the interest of the Company.

(c) In respect of loans and advances in the nature of loans granted by the Company, the schedule of repayment of principal and payment of interest has been stipulated and principal amount is not due for repayment currently. Further, the Company does not have any outstanding advances in the nature of loans at the beginning of the year nor has granted any advances in the nature of loans during the year.

(d) There is no overdue amount in respect of loans or advances in the nature of loans granted to such companies, firms, LLPs or other parties.

(e) The Company has not granted any loan or advance in the nature of loan which has fallen due during the year. Further, no fresh loans were granted to any party to settle the overdue loans/advances in nature of loan.

(f) The Company has not granted any loan or advance in the nature of loan, which is repayable on demand or without specifying any terms or period of repayment.

(iv) The Company has not entered into any transaction covered under Section 185 of the Act. As the Company is engaged in providing infrastructural facilities as specified in Schedule VI of the Act, provisions of Section 186 except sub-section (1) of the Act are not applicable to the Company. In our opinion, and according to the information and explanations given to us, the Company has complied with the provisions of sub-section (1) of Section 186 in respect of investments, as applicable.

(v) In our opinion, and according to the information and explanations given to us, the Company has not accepted any deposits or there is no amount which has been considered as deemed deposit within the meaning of Sections 73 to 76 of the Act and the Companies (Acceptance of Deposits) Rules, 2014 (as amended). Accordingly, reporting under clause 3(v) of the Order is not applicable to the Company.

(vi) The Central Government has not specified maintenance of cost records under sub-section (1) of Section 148 of the Act, in respect of Company's products/business activity. Accordingly, reporting under clause 3(vi) of the Order is not applicable.

(vii)

(a) In our opinion, and according to the information and explanations given to us, the Company is generally regular in depositing undisputed statutory dues including goods and services tax, provident fund, employees' state insurance, income-tax, sales-tax, service tax, duty of customs, duty of excise, value added tax, cess and other material statutory dues, as applicable, with the appropriate authorities. Further, no undisputed amounts payable in respect thereof were outstanding at the year-end for a period of more than six months from the date they became payable.

(b) According to the information and explanations given to us, there are no statutory dues referred to in subclause (a) above that have not been deposited with the appropriate authorities on account of any dispute.

(viii) According to the information and explanations given to us, no transactions were surrendered or disclosed as income during the year in the tax assessments under the Income Tax Act, 1961 (43 of 1961) which have not been recorded in the books of accounts.

(ix)

(a) According to the information and explanations given to us,the Company has not defaulted in repayment of its loans or borrowings or in the payment of interest thereon to any lender.

(b) According to the information and explanations given to us including confirmations received from banks received from the management of the Company, and on the basis of our audit procedures, we report that the Company has not been declared a willful defaulter by any bank or financial institution or other lender.

(c) In our opinion and according to the information and explanations given to us, the Company has not raised any money by way of term loans during the year and there has been no utilisation during the current year of the term loans obtained by the Company during any previous years. Accordingly, reporting under clause 3(ix)(c) of the Order is not applicable to the Company.

(d) In our opinion and according to the information and explanations given to us, the Company has not raised any funds on short term basis during the year or in any previous year. Accordingly, reporting under clause 3(ix) (d) of the Order is not applicable to the Company.

(e) According to the information and explanations given to us and on an overall examination of the financial statements of the Company, the Company has not taken any funds from any entity or person on account of or to meet the obligations of its subsidiaries.

(f) According to the information and explanations given to us, the Company has raised borrowings during the year on the pledge of securities held in its subsidiaries, as per details below. Further the Company has not defaulted in repayment of such borrowings raised.

Nature of loan taken	**Name of lender**	**Amount of borrowing (in million)**	**Name of the subsidiary, joint venture, associate**	**Relation**	**Details of security pledged**	**Whether there was default in repayment of loan**
Non Convertible Debenture	Standard Chartered Bank	1,247.00	Blue Lagoon Real Estate Private Limited	Wholly owned subsidiary	Refer note 21 In standalo-ne financial statement	NA
	Embassy Property Development Private Limited	2.00	Neptune Real Estate Private Limited	Wholly owned subsidiary		NA

(x)

(a) In our opinion and according to the information and explanations given to us, money raised by way of further public offer (including debt instruments) were applied for the purposes for which these were obtained. Further, the Company has not raised any money by way of initial public offer during year.

(b) According to the information and explanations given to us, the Company has not made any preferential allotment or private placement of shares or (fully, partially or optionally) convertible debentures during the year. Accordingly, reporting under clause 3(x)(b) of the Order is not applicable to the Company.

(xi)

(a) To the best of our knowledge and according to the information and explanations given to us, no fraud by the Company or on the Company has been noticed or reported during the period covered by our audit.

(b) No report under Section 143(12) of the Act has been filed with the Central Government for the period covered by our audit.

(c) According to the information and explanations given to us including the representation made to us by the management of the Company, there are no whistle-blower complaints received by the Company during the year.

(xii) The Company is not a Nidhi Company and the Nidhi Rules, 2014 are not applicable to it. Accordingly, reporting under clause 3(xii) of the Order is not applicable to the Company.

(xiii) In our opinion and according to the information and explanations given to us, all transactions entered into by the Company with the related parties are in compliance with Sections 177 and 188 of the Act, where applicable. Further, the details of such related party transactions have been disclosed in the standalone financial statements, as required Indian Accounting Standard (Ind AS) 24, Related Party Disclosures specified in Companies (Indian Accounting Standards) Rules 2015 as prescribed under Section 133 of the Act.

(xiv)

(a) In our opinion and according to the information and explanations given to us, the Company has an internal audit system as required under Section 138 of the Act which is commensurate with the size and nature of its business.

(b) We have considered the reports issued by the Internal Auditors of the Company till date for the period under audit.

(xv) According to the information and explanation given to us, the Company has not entered into any non-cash transactions with its directors or persons connected with them and accordingly, provisions of Section 192 of the Act are not applicable to the Company.

(xvi) The Company is not required to be registered under Section 45-IA of the Reserve Bank of India Act, 1934. Accordingly, reporting under clauses 3(xvi)(a),(b) and (c) of the Order are not applicable to the Company.

Based on the information and explanations given to us and as represented by the management of the Company, the Group (as defined in Core Investment Companies (Reserve Bank) Directions, 2016) does not have any CIC. Accordingly, reporting under clauses 3(xvi)(d) of the Order is not applicable to the Company.

(xvii) The Company has not incurred any cash loss in the current as well as the immediately preceding financial year.

(xviii) There has been no resignation of the statutory auditors during the year. Accordingly, reporting under clause 3(xviii) of the Order is not applicable to the Company.

(xix) According to the information and explanations given to us and on the basis of the financial ratios, ageing and expected dates of realisation of financial assets and payment of financial liabilities, other information accompanying the standalone financial statements, our knowledge of the plans of the Board of Directors and management and based on our examination of the evidence supporting the assumptions, nothing has come to our attention, which causes us to believe that any material uncertainty exists as on the date of the audit report that Company is not capable of meeting its liabilities existing at the date of balance sheet as and when they fall due within a period of one year from the balance sheet date. We, however, state that this is not an assurance as to the future viability of the Company. We further state that our reporting is based on the facts up to the date of the audit report and we neither give any guarantee nor any assurance that all liabilities falling due within a period of one year from the balance sheet date, will get discharged by the Company as and when they fall due.

(xx) According to the information and explanations given to us, the Company does not have any unspent amount in respect of any ongoing or other than ongoing project as at the expiry of the financial year. Accordingly, reporting under clause 3(xx) of the Order is not applicable to the Company.

(xxi) The reporting under clause 3(xxi) of the Order is not applicable in respect of audit of standalone financial statements of the Company. Accordingly, no comment has been included in respect of said clause under this report.

For **Walker Chandiok & Co LLP**
Chartered Accountants
Firm's Registration No.: 001076N/N500013
Sd/-
Ashish Kedia
Partner
Membership No.: 215834
UDIN: 22215834ALGFGT2422
Place: Bengaluru
Date: 30 May 2022

Annexure II to the Independent Auditor's Report of even date to the members of Mac Charles (India) Limited on the standalone financial statements for the year ended 31 March 2022

Independent Auditor's Report on the internal financial controls with reference to the standalone financial statements under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 ('the Act')

1. In conjunction with our audit of the standalone financial statements of Mac Charles (India) Limited ('the Company') as at and for the year ended 31 March 2022, we have audited the internal financial controls with reference to financial statements of the Company as at that date.

Responsibilities of Management and Those Charged with Governance for Internal Financial Controls

2. The Company's Board of Directors is responsible for establishing and maintaining internal financial controls based on the internal financial controls with reference to standalone financial statements criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls over Financial Reporting issued by the Institute of Chartered Accountants of India. These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of the Company's business, including adherence to the Company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Act.

Auditor's Responsibility for the Audit of the Internal Financial Controls with Reference to Financial Statements

3. Our responsibility is to express an opinion on the Company's internal financial controls with reference to financial statements based on our audit. We conducted our audit in accordance with the Standards on Auditing issued by the Institute of Chartered Accountants of India ('ICAI') prescribed under Section 143(10) of the Act, to the extent applicable to an audit of internal financial controls with reference to financial statements, and the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting ('the Guidance Note') issued by the ICAI. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls with reference to financial statements were established and maintained and if such controls operated effectively in all material respects.

4. Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls with reference to financial statements and their operating effectiveness. Our audit of internal financial controls with reference to financial statements includes obtaining an understanding of such internal financial controls, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgement, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.

5. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Company's internal financial controls with reference to financial statements.

Meaning of Internal Financial Controls with Reference to Financial Statements

6. A Company's internal financial controls with reference to financial statements is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A Company's internal financial controls with reference to financial statements include those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the Company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the Company are being made only in accordance with authorisations of management and directors of the Company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorised acquisition, use, or disposition of the Company's assets that could have a material effect on the financial statements.

Inherent Limitations of Internal Financial Controls with Reference to Financial Statements

7. Because of the inherent limitations of internal financial controls with reference to financial statements, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls with reference to financial statements to future periods are subject to the risk that the internal financial controls with reference to financial statements may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Opinion

8. In our opinion, the Company has, in all material respects, adequate internal financial controls with reference to financial statements and such controls were operating effectively as at 31 March 2022, based on the internal financial controls with reference to standalone financial statements criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls over Financial Reporting issued by the Institute of Chartered Accountants of India.

For **Walker Chandiok & Co LLP**
Chartered Accountants
Firm's Registration No.: 001076N/N500013
Sd/-

Ashish Kedia
Partner
Membership No.: 215834
UDIN: 22215834ALGFGT2422

Place: Bengaluru
Date: 30 May 2022

Standalone Balance Sheet as at 31 March 2022
(All amounts are in ₹ million, unless otherwise stated)

	Note	As at 31 March 2022	As at 31 March 2021
ASSETS			
Non-current assets			
Property, plant and equipment	4	240.38	265.16
Investment property	5	-	814.21
Investment property under development	6	350.82	77.01
Financial assets			
- Investments	7	2,608.61	2,114.51
- Loans	8	689.23	-
- Other financial assets	9	6.54	29.62
Income tax assets (net)	10	43.95	29.48
Deferred tax assets (net)	33	2.19	-
Other non-current assets	11	1,364.29	64.02
Total non-current assets		**5,306.01**	**3,394.01**
Current assets			
Financial assets			
- Investments	12	58.60	22.79
- Trade receivables	13	13.45	7.77
- Cash and cash equivalents	14	545.72	9.12
- Bank balances other than cash and cash equivalents	15	102.01	26.32
- Loans	16	1.02	517.74
- Other financial assets	17	0.04	0.34
Other current assets	18	2.29	3.58
Total current assets		**723.13**	**587.66**
Assets held for sale	41	386.01	439.76
Disposal group - assets held for sale	39	-	8.13
Total assets		**6,415.15**	**4,429.56**
EQUITY AND LIABILITIES			
Equity			
Equity share capital	19	131.01	131.01
Other equity	20	3,890.12	2,780.38
		4,021.13	**2,911.39**
Liabilities			
Non-current liabilities			
Financial liabilities			
- Borrowings	21	1,222.91	1,168.06
Total non-current liabilities		**1,222.91**	**1,168.06**
Current liabilities			
Financial liabilities			
- Borrowings	22	-	30.66
- Trade payables			
Total outstanding dues to micro enterprises and small enterprises	23	-	-
Total outstanding dues of creditors other than micro enterprises and small enterprises	23	37.51	13.33
- Other financial liabilities	24	74.15	172.68
Provisions	25	0.60	1.33
Other current liabilities	26	5.68	89.89
Total current liabilities		**117.94**	**307.89**
Disposal group - liabilities directly associated with assets held for sale	39	6.81	42.22
Liabilities classified as held for sale	42	1,046.36	-
Total equity and liabilities		**6,415.15**	**4,429.56**
Summary of significant accounting policies	3		

The accompanying notes referred to above form an integral part of the standalone financial statements
As per our report of even date attached

For **Walker Chandiok & Co LLP**
Chartered Accountants
Firm Registration No.: 001076N/N500013

Sd/-
Ashish Kedia
Partner
Membership No. 215834

Place: Bengaluru
Date: 30 May 2022

For and on behalf of the Board of Directors of
Mac Charles (India) Limited

Sd/-
P B Appiah
Director
DIN: 00215646

Sd/-
P R Ramakrishnan
Director
DIN: 00055416

Sd/-
Chandana Naidu
Company Secretary
ACS No. 25570

Sd/-
Pranesha K Rao
Chief Financial Officer

Place: Bengaluru
Date: 30 May 2022

Standalone Statement of Profit and Loss for the year ended 31 March 2022

(All amounts are in ₹ million, unless otherwise stated)

	Note	Year ended 31 March 2022	Year ended 31 March 2021
Income			
Revenue from operations	27	219.77	230.91
Other income	28	1,153.94	38.93
Total income		**1,373.71**	**269.84**
Expenses			
Employee benefits expense	29	14.75	21.33
Finance costs	30	59.58	103.91
Depreciation and amortization expense	31	26.36	35.53
Other expenses	32	119.37	86.52
Total expenses		**220.06**	**247.29**
Profit from continuing operation before tax		**1,153.65**	**22.55**
Tax expense:			
- Current tax	33	(45.32)	(2.72)
- Deferred tax	33(e)	1.99	-
Profit from continuing operations (after tax)		**1,110.32**	**19.83**
Discontinued operations:			
Loss from discontinued operations	39	**-**	**(9.16)**
Tax expenses		-	-
Loss from discontinued operations (after tax)		-	(9.16)
Profit for the year		**1,110.32**	**10.67**
Other comprehensive income:			
Items that will not be reclassified to profit or loss, net of tax:			
Remeasurements of defined benefit asset		(2.10)	(1.02)
Equity instruments through other comprehensive income - net changes in fair value		1.52	2.00
Other comprehensive (loss)/income for the year, net of income taxes		**(0.58)**	**0.98**
Total comprehensive income for the year		**1,109.74**	**11.65**
Earnings per equity share (for continuing operations):			
- Basic (₹)	20.2	84.75	1.51
- Diluted (₹)	20.2	84.75	1.51
Loss per equity share (for discontinued operations):			
- Basic (₹)	20.2	-	(0.70)
- Diluted (₹)	20.2	-	(0.70)
Earnings per equity share (for discontinued and continuing operations):			
- Basic (₹)	20.2	84.75	0.81
- Diluted (₹)	20.2	84.75	0.81
Summary of significant accounting policies	3		

The accompanying notes referred to above form an integral part of the standalone financial statements

As per our report of even date attached

For **Walker Chandiok & Co LLP**
Chartered Accountants
Firm Registration No.: 001076N/N500013

Sd/-

Ashish Kedia
Partner
Membership No. 215834

Place: Bengaluru
Date: 30 May 2022

For and on behalf of the Board of Directors of
Mac Charles (India) Limited

Sd/-

P B Appiah
Director
DIN: 00215646

Sd/-

P R Ramakrishnan
Director
DIN: 00055416

Sd/-

Chandana Naidu
Company Secretary
ACS No. 25570

Sd/-

Pranesha K Rao
Chief Financial Officer

Place: Bengaluru
Date: 30 May 2022

Standalone Statement of Cash Flows for the year ended 31 March 2022

(All amounts are in ₹ million, unless otherwise stated)

	Year ended 31 March 2022	Year ended 31 March 2021
Cash flows from operating activities		
Profit before tax from continuing operations	1,153.65	22.55
Loss before tax from discontinuing operations	-	(9.16)
Adjustments:		
- Interest income	(29.19)	(3.15)
- Profit on sale of property, plant and equipment and assets held for sale	(909.54)	(25.75)
- Interest expense (including fair value change in financial instruments)	59.50	103.83
- Depreciation and amortization expenses	26.36	35.53
- Profit on sale of investments in subsidiary,net	(215.17)	
- Others	(2.68)	(7.32)
Operating cash flow before working capital changes	**82.93**	**116.53**
Working capital adjustments:		
- Trade receivables	(5.68)	3.10
- Current and non-current financial assets	6.42	8.71
- Other current and non-current assets	(176.53)	(10.80)
- Current and non-current financial liabilities	(21.74)	(51.28)
- Provisions	(0.73)	(2.69)
- Other current and non-current liabilities	1.68	0.01
Cash (used)/ generated from operating activities	**(113.65)**	**63.58**
Income taxes (paid)/refund	(59.99)	7.20
Net cash (used)/ generated from operating activities [A]	**(173.64)**	**70.78**
Cash flows from investing activities		
Acquisition of property, plant and equipment and investment property	(1,300.47)	(111.51)
Investment in subsidiary	(0.10)	-
Loan to subsidiaries	(722.22)	(0.20)
Repayment of loan given to subsidiary	8.61	-
Proceeds from sale of property, plant and equipment and assets held for sale	1,719.20	51.55
Purchase of investments	(492.70)	-
Proceeds from sale of investments	455.07	2.29
Proceeds from sale of investment in subsidiaries	291.39	-
Proceeds from maturity of fixed deposit	3,075.00	1.00
Investment in fixed deposit	(3,155.10)	-
Advance for sale of capital assets	495.80	85.89
Interest received	3.82	3.15
Net cash generated from investing activities [B]	**378.30**	**32.17**
Cash flows from financing activities		
Debenture proceed, net	1,104.00	-
Repayment of borrowings	(710.40)	(21.72)
Interest paid	(61.66)	(84.28)
Net cash generated/ (used) in financing activities [C]	**331.94**	**(106.00)**
Increase/ (Decrease) in cash and cash equivalents [A+B+C]	536.60	(3.05)
Cash and cash equivalents at the beginning of the year	9.12	12.17
Cash and cash equivalents at the end of the year	**545.72**	**9.12**
Components of cash and cash equivalents (refer note 14)		
Balances with banks		
- in current accounts	545.72	9.12
Cash in hand	-	-
Cash and cash equivalents at the end of the year	**545.72**	**9.12**

The disclosure on reconciliation of movements of liabilities to cash flows arising from financing activities is disclosed in note 40B.

Summary of significant accounting policies 3

The accompanying notes referred to above form an integral part of the standalone financial statements

As per our report of even date attached

For **Walker Chandiok & Co LLP**
Chartered Accountants
Firm Registration No.: 001076N/N500013
Sd/-
Ashish Kedia
Partner
Membership No. 215834

Place: Bengaluru
Date: 30 May 2022

For and on behalf of the Board of Directors of
Mac Charles (India) Limited

Sd/-	Sd/-
P B Appiah	**P R Ramakrishnan**
Director	*Director*
DIN: 00215646	DIN: 00055416
Sd/-	Sd/-
Chandana Naidu	**Pranesha K Rao**
Company Secretary	*Chief Financial Officer*
ACS No. 25570	

Standalone Statement of Changes in Equity for the year ended 31 March 2022

(All amounts are in ₹ million, unless otherwise stated)

A. Equity share capital

	Number	Amount
Equity shares ₹ 10 each, issued, subscribed and fully paid-up capital		
Balance as at 1 April 2020	13,101,052	131.01
Changes in equity share capital during the year	-	-
Balance as at 31 March 2021	**13,101,052**	**131.01**
Changes in equity share capital during the year	-	-
Balance as at 31 March 2022	**13,101,052**	**131.01**

B. Other equity

Particulars	Reserves and Surplus		Other comprehensive income		Total equity attributable to owners of the Company
	General reserve	Retained earnings	Fair value of equity instruments	Remeasurements of defined benefit liability/(asset)	
Balance as at 1 April 2020	**2,244.80**	**523.39**	**(3.69)**	**4.23**	**2,768.73**
Profit for the year	-	10.67	-		10.67
Other comprehensive income for the year, net of tax effect	-		2.00	(1.02)	0.98
Balance as at 31 March 2021	**2,244.80**	**534.06**	**(1.69)**	**3.21**	**2,780.38**
Balance as at 1 April 2021	**2,244.80**	**534.06**	**(1.69)**	**3.21**	**2,780.38**
Profit for the year	-	1,110.32	-	-	1,110.32
Other comprehensive income for the year, net of tax effect	-	-	1.52	(2.10)	(0.58)
Balance as at 31 March 2022	**2,244.80**	**1,644.38**	**(0.17)**	**1.11**	**3,890.12**

Nature and purpose of other reserves:

General reserve:
The general reserve is used from time to time to transfer profits from retained earnings for appropriation purposes. As the general reserve is created by a transfer from one component of equity to another and is not an item of other comprehensive income, items included in general reserve will not be reclassified subsequently to profit and loss.

Retained earnings:

The cumulative gain or loss arising from the operations which is retained by the Company is recognised and accumulated under the heading of retained earnings. At the end of the period, the profit after tax is transferred from the statement of profit and loss to the retained earnings account.

Fair value of equity instruments
The Company has elected to recognise changes in the fair value of certain investments in equity securities in other comprehensive income. These changes are accumulated within the Equity instruments through other comprehensive income within equity. The Company transfers amounts from this reserve to retained earnings when the relevant equity securities are derecognised.

Summary of significant accounting policies 3

The accompanying notes referred to above form an integral part of the standalone financial statements

As per our report of even date attached

For **Walker Chandiok & Co LLP**
Chartered Accountants
Firm Registration No.: 001076N/N500013

Sd/-

Ashish Kedia
Partner
Membership No. 215834

Place: Bengaluru
Date: 30 May 2022

For and on behalf of the Board of Directors of
Mac Charles (India) Limited

Sd/-

P B Appiah
Director
DIN: 0215646

Sd/-

P R Ramakrishnan
Director
DIN: 00055416

Sd/-

Chandana Naidu
Company Secretary
ACS No. 25570

Sd/-

Pranesha K Rao
Chief Financial Officer

Place: Bengaluru
Date: 30 May 2022

Summary of significant accounting policies and other explanatory notes for the year ended 31 March 2022

1 Background

Mac Charles (India) Limited is involved in the generation of electricity through wind turbine generators located in Gadag and Bellary Districts and leasing of commercial real estate properties in Embassy Tech Square ('Alpha' and 'Delta') located along Outer Ring Road, Bengaluru, Karnataka. The Company was incorporated in the year 1979 and is based in Bengaluru, India. The registered office of the Company is located at 72/4, 1st Floor, Cunningham Road, Bengaluru-560052. Owing to commercial considerations, the Company had demolished the hotel business and constructing a landmark Grade A commercial building (Project "Zenith") at the site of hotel.

2 Basis of preparation

2.1 Statement of compliance

These standalone financial statements are prepared in accordance with Indian Accounting Standards (Ind AS) as per Companies (Indian Accounting Standards) Rules, 2015 notified under Section 133 of Companies Act 2013, (the 'Act') and other relevant provisions of the Act and the guidelines issued by the Securities and Exchange Board of India.

The standalone financial statements were authorized for issue by the Company's Board of Directors on 30 May 2022.

Details of the Company's accounting policies are included in note 3.

The Company has consistently applied the following accounting policies to all periods presented in these standalone financial statements.

2.2 Functional and presentation currency

The standalone financial statements are presented in Indian Rupees (₹), which is also the Company's functional currency. All amounts have been rounded-off to the nearest millions, unless otherwise indicated.

2.3 Basis of measurement

The standalone financial statements have been prepared on the historical cost basis except for the following items:

Items	Measurement basis
Certain financial assets and liabilities	Fair value
Net defined benefit (asset)/ liability	Fair value of plan assets less present value of defined benefit obligations.

2.4 Use of estimates and judgements

In preparing these standalone financial statements, management has made judgements, estimates and assumptions that affect the application of accounting policies and the reported amounts of assets, liabilities, income and expenses. Actual results may differ from these estimates.

Estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognized prospectively.

Judgements

Information about judgements made in applying accounting policies that have the most significant effects on the amounts recognized in the standalone financial statements is as included below.

Assumptions and estimation uncertainties

Information about assumptions and estimation uncertainties that have a significant risk of resulting in a material adjustment in the year ended 31 March 2022 is included in the following notes:

- Note 4 and 5 - Depreciation and amortization method and useful life of items of property, plant and equipment and investment property;
- Note 25 and 37 – measurement of defined benefit obligations: key actuarial assumptions;
- Note 35 – recognition and measurement of provisions and contingencies: key assumptions about the likelihood and magnitude of an outflow of resources;
- Note 36 – impairment of financial assets,
- Note 41 - Assets held for sale; determining the fair value less cost to sell of the assets held under sale

2.5 Measurement of fair values

A number of the Company's accounting policies and disclosures require the measurement of fair values, for both financial and non-financial assets and liabilities. Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. The fair value measurement is based on the presumption that the transaction to sell the asset or transfer the liability takes place either:

- In the principal market for the asset or liability, or

Summary of significant accounting policies and other explanatory notes for the year ended 31 March 2022

2 Basis of preparation

2.5 Measurement of fair values

- In the absence of a principal market, in the most advantageous market for the asset or liability.

The principal or the most advantageous market must be accessible by the Company. The fair value of an asset or a liability is measured using the assumptions that market participants would use when pricing the asset or liability, assuming that market participants act in their economic best interest.

A fair value measurement of a non-financial asset takes into account a market participant's ability to generate economic benefits by using the asset in its highest and best use or by selling it to another market participant that would use the asset in its highest and best use.

The Company uses valuation techniques that are appropriate in the circumstances and for which sufficient data are available to measure fair value, maximizing the use of relevant observable inputs and minimizing the use of unobservable inputs.

The Company has an established control framework with respect to the measurement of fair values. The Company engages with external valuers for measurement of fair values in the absence of quoted prices in active markets.

Significant valuation issues are reported to the Company's audit committee. All assets and liabilities for which fair value is measured or disclosed in the standalone financial statements are categorized within the fair value hierarchy, described as follows, based on the lowest level input that is significant to the fair value measurement as a whole:

- Level 1: quoted prices (unadjusted) in active markets for identical assets or liabilities.
- Level 2: inputs other than quoted prices included in Level 1 that are observable for the asset or liability, either directly (i.e. as prices) or indirectly (i.e. derived from prices).
- Level 3: inputs for the asset or liability that are not based on observable market data (unobservable inputs).

When measuring the fair value of an asset or a liability, the Company uses observable market data as far as possible. If the inputs used to measure the fair value of an asset or a liability fall into different levels of the fair value hierarchy, then the fair value measurement is categorized in its entirety in the same level of the fair value hierarchy as the lowest level input that is significant to the entire measurement. The Company recognizes transfers between levels of the fair value hierarchy at the end of the reporting period during which the change has occurred.

External valuers are involved for valuation of significant assets, such as properties and unquoted financial assets, and significant liabilities, such as contingent consideration.

For the purpose of fair value disclosures, the Company has determined classes of assets and liabilities on the basis of the nature, characteristics and risks of the asset or liability and the level of the fair value hierarchy as explained above. This note summarizes accounting policy for fair value. Other fair value related disclosures are given in the relevant notes.

- Financial instruments (note 36)
- Disclosures for valuation methods, significant estimates and assumptions (note 36)
- Quantitative disclosures of fair value measurement hierarchy (note 36)
- Financial instruments (including those carried at amortized cost) (note 36)

3 Significant accounting polices

3.1 Leases

Company as a lessee

A contract is, or contains, a lease if the contract conveys the right to control the use of an identified asset for a period of time in exchange for consideration. To assess whether a contract conveys the right to control the use of an identified asset, the Company assesses whether:

- the contract involves the use of an identified asset
- the Company has the right to obtain substantially all the economic benefits from use of the asset throughout the period of use; and
- the Company has the right to direct the use of the asset

At inception or on reassessment of a contract that contains a lease component, the Company allocates the consideration in the contract to each lease component on the basis of the relative stand-alone prices of the lease components and the aggregate stand-alone price of the non-lease components. The Company recognizes right-of-

Summary of significant accounting policies and other explanatory notes for the year ended 31 March 2022

3 Significant accounting polices

3.1 Leases

use asset representing its right to use the underlying asset for the lease term at the lease commencement date. The cost of the right-of-use asset measured at inception shall comprise of the amount of the initial measurement of the lease liability, adjusted for any lease payments made at or before the commencement date, less any lease incentives received, plus any initial direct costs incurred and an estimate of the costs to be incurred by the lessee in dismantling and removing the underlying asset or restoring the underlying asset or site on which it is located.

The right-of-use asset is subsequently measured at cost less accumulated depreciation, accumulated impairment losses, if any and adjusted for any remeasurement of the lease liability. The right-of-use assets is depreciated using the straight-line method from the commencement date over the shorter of lease term or useful life of right-of-use asset. The estimated useful lives of right-of-use assets are determined on the same basis as those of property, plant and equipment. Right-of-use assets are tested for impairment whenever there is any indication that their carrying amounts may not be recoverable. Impairment loss, if any, is recognized in the standalone statement of profit and loss.

The lease liability is initially measured at the present value of the lease payments that are not paid at the commencement date, discounted using the interest rate implicit in the lease or, if that rate cannot be readily determined, the incremental borrowing rate applicable to the entity within the Company. Generally, the Company uses its incremental borrowing rate as the discount rate. For leases with reasonably similar characteristics, the Company, on a lease by lease basis, may adopt either the incremental borrowing rate specific to the lease or the incremental borrowing rate for the portfolio as a whole. The lease payments shall include fixed payments, variable lease payments, residual value guarantees, exercise price of a purchase option where the Company is reasonably certain to exercise that option and payments of penalties for terminating the lease, if the lease term reflects the lessee exercising an option to terminate the lease.

The lease liability is subsequently remeasured by increasing the carrying amount to reflect interest on the lease liability, reducing the carrying amount to reflect the lease payments made and remeasuring the carrying amount to reflect any reassessment or lease modifications or to reflect revised in-substance fixed lease payments.

The Company recognizes the amount of the re-measurement of lease liability as an adjustment to the right-of-use asset. Where the carrying amount of the right-of-use asset is reduced to

zero and there is a further reduction in the measurement of the lease liability, the Company recognizes any remaining amount of the re-measurement in standalone statement of profit and loss.

Company as a lessor

When the Company acts as a lessor at the inception, it determines whether each lease is a finance lease or an operating lease.

The Company recognizes lease payments received under operating leases as income on a straight-line basis over the lease term. In case of a finance lease, finance income is recognized over the lease term based on a pattern reflecting a constant periodic rate of return on the lessor's net investment in the lease. When the Company is an intermediate lessor it accounts for its interests in the head lease and the sub-lease separately. It assesses the lease classification of a sub-lease with reference to the right-of-use asset arising from the head lease, not with reference to the underlying asset. If a head lease is a short term lease to which the Company applies the exemption described above, then it classifies the sub-lease as an operating lease.

If an arrangement contains a lease and non-lease components, the Company applies Ind AS 115-Revenue to allocate the consideration in the contract.

3.2 Property, plant and equipment

1. Recognition and measurement

Items of property, plant and equipment are measured at cost, which includes capitalized borrowing costs, less accumulated depreciation and accumulated impairment losses, if any. Cost of an item of property, plant and equipment

Summary of significant accounting policies and other explanatory notes for the year ended 31 March 2022

3 Significant accounting polices

3.2 Property, plant and equipment

comprises its purchase price, including import duties and non-refundable purchase taxes, after deducting trade discounts and rebates, any directly attributable cost of bringing the item to its working condition for its intended use and estimated costs of dismantling and removing the item and restoring the site on which it is located.

The cost of a self-constructed item of property, plant and equipment comprises the cost of materials and direct labor, any other costs directly attributable to bringing the item to working condition for its intended use, and estimated costs of dismantling and removing the item and restoring the site on which it is located.

If significant parts of an item of property, plant and equipment have different useful lives, then they are accounted for as separate items (major components) of property, plant and equipment. An item of property, plant and equipment and any significant part initially recognized is derecognized upon disposal or when no future economic benefits are expected from its use or disposal. Any gain or loss arising on derecognition of the asset (calculated as the difference between the net disposal proceeds and the carrying amount of the asset) is included in the income statement when the asset is derecognized.

2. Subsequent expenditure

Subsequent expenditure is capitalized only if it is probable that the future economic benefits associated with the expenditure will flow to the Company.

3. Depreciation

Depreciation is calculated on cost of items of property, plant and equipment less their estimated residual values over their estimated useful lives using the straight-line method, and is generally recognized in the statement of profit and loss. Assets acquired under finance leases are depreciated over the shorter of the lease term and their useful lives unless it is reasonably certain that the Company will obtain ownership by the end of the lease term. Freehold land is not depreciated.

3.2 Property, plant and equipment (cont'd)

The estimated useful lives of items of property, plant and equipment for the current and comparative periods are as follows:

Asset	**Management estimate of useful lives**
Building	30 – 60 years
Plant and machinery	22 years
Computers	3 years
Vehicles	8 years

Depreciation method, useful lives and residual values are reviewed at each financial year-end and adjusted if appropriate. Based on technical evaluation and consequent advice, the management believes that its estimates of useful lives as given above best represent the period over which management expects to use these assets.

3.3 Investment property

Investment property is property held either to earn rental income or for capital appreciation or for both, but not for sale in the ordinary course of business, use in the production or supply of goods or services or for administrative purposes.

Upon initial recognition, an investment property is measured at cost. The cost comprises purchase price, borrowing cost, if capitalization criteria are met and directly attributable cost of bringing the asset to its working condition for the intended use. Any trade discount and rebates are deducted in arriving at the purchase price Subsequent to initial recognition, investment property is measured at cost less accumulated depreciation and accumulated impairment losses, if any.

Based on technical evaluation and consequent advice, the management believes a period of 60 years as representing the best estimate of the period over which investment properties (which are quite similar) are expected to be used. Accordingly, the Company depreciates investment properties over a period of 60 years on a straight-line basis. The useful life estimate of 60 years is different from the indicative useful life of relevant type of buildings mentioned in Part C of Schedule II to the Act i.e. 30 years. Any gain or loss on disposal of an investment property is recognized in profit or loss.

The fair values of investment property is disclosed in the notes. Fair values is determined.

Summary of significant accounting policies and other explanatory notes for the year ended 31 March 2022

3 Significant accounting polices

3.3 Investment property

by an independent valuer who holds a recognized and relevant professional qualification and has recent experience in the location and category of the investment property being valued.

Investment Properties are de-recognized either when they have been disposed off or when they are permanently withdrawn from use and no future economic benefit is expected from their disposal. The difference between the net disposal proceeds and the carrying amount of the asset is recognized in Statement of Profit or Loss in the period of de-recognition

3.4 Impairment of assets

1. Impairment of financial instruments

In accordance with Ind AS 109, the Company applies expected credit loss (ECL) model for measurement and recognition of impairment loss for financial assets.

At each reporting date, the Company assesses whether financial assets carried at amortized cost are credit-impaired. A financial asset is 'credit-impaired' when one or more events that have a detrimental impact on the estimated future cash flows of the financial asset have occurred.

Loss allowances for the financial assets measured at amortized cost are deducted from the gross carrying amount of assets. Loss allowances for trade receivables are always measured at an amount equal to lifetime expected credit losses. Lifetime expected credit losses are the expected credit losses that result from all possible default events over the expected life of a financial instrument.

When determining whether the credit risk of a financial asset has increased significantly since initial recognition and when estimating expected credit losses, the Company considers reasonable and supportable information that is relevant and available without undue cost or effort. This includes both quantitative and qualitative information and analysis, based on the Company's historical experience and informed credit assessment and including forward- looking information.

The Company assumes that the credit risk on a financial asset has increased significantly if it is more than 180 days past due. The Company considers a financial asset to be in default when: (i) the borrower is unlikely to pay its credit obligations to the Company in full, without recourse by the Company to actions such as realizing security (if any is held); or (ii) the financial asset is 365 days or past due.

Measurement of expected credit losses

Expected credit losses are a probability-weighted estimate of credit losses. Credit losses are measured as the present value of all cash shortfalls (i.e. the difference between the cash flows due to the Company in accordance with the contract and the cash flows that the Company expects to receive).

Presentation of allowance for expected credit losses in the balance sheet

Loss allowances for financial assets measured at amortized cost are deducted from the gross carrying amount of the assets.

For debt securities at FVOCI, the loss allowance is charged to profit or loss and is recognized in OCI.

Write-off

The gross carrying amount of a financial asset is written off (either partially or in full) to the extent that there is no realistic prospect of recovery. This is generally the case when the Company determines that the debtor does not have assets or sources of income that could generate sufficient cash flows to repay the amounts subject to the write-off. However, financial assets that are written off could still be subject to enforcement activities in order to comply with the Company's procedures for recovery of amounts due.

The Company's non-financial assets are reviewed at each reporting date to determine whether there is any indication of impairment. If any such indication exists, then the asset’s recoverable amount is estimated.

2. Impairment of non-financial assets

The Company's non-financial assets other than deferred tax assets, are reviewed at each reporting date to determine whether there is any indication of impairment. If any such indication exists, then the asset's recoverable amount is estimated. For impairment testing, assets that do not generate independent cash inflows are grouped together into cash-generating units (CGUs). Each CGU represents smallest group of assets that generates

Summary of significant accounting policies and other explanatory notes for the year ended 31 March 2022

3 Significant accounting polices

3.4 Impairment of assets

2. Impairment of non-financial assets

cash inflows that are largely independent of the cash inflows or other assets or CGUs.

The recoverable amount of a CGU (or an individual asset) is the higher of its value in use and its fair value less costs to sell. Value in use is based on the estimated future cash flows, discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the CGU (or the asset).

An impairment loss is recognized if the carrying amount of an asset or CGU exceeds its estimated recoverable amount. Impairment losses are recognized in the statement of profit and loss. In respect of assets for which impairment loss has been recognized in prior periods, the Company reviews at each reporting date whether there is any indication that the loss has decreased or no longer exists.

An impairment loss is reversed if there has been a change in the estimates used to determine the recoverable amount. Such a reversal is made only to the extend that the asset's carrying amount does not exceed the carrying amount that would have been determined, net of depreciation or amortization, if no impairment loss has been recognized.

3.5 Revenue recognition

The Company derives its revenue primarily from sale of electricity, rental income and interest income.

Revenue from different sources is recognized as below:

- Sale of electricity generated from Wind Turbine Generators is:

i) Income from supply of power is recognised over time on the supply of units generated from plant to the grid as per terms of the Power Purchase Agreement (PPA) and Wheeling and Banking Agreement. The Company considers whether there are other promises in the contract that are separate performance obligations to which a portion of the transaction price needs to be allocated. In determining the transaction price for the sale of power, the Company considers the effects of variable consideration and existence of a significant financing component. There is only one performance obligation in the arrangement and therefore, allocation of transaction price is not required.

ii) Contract balances: A contract asset is the right to consideration in exchange for goods or services transferred to the customer. If the Company performs by transferring goods or services to a customer before the customer pays consideration or before payment is due, a contract asset is recognised for the earned consideration that is conditional. Also, refer to accounting policies in section 3.4 for impairment of financial assets.

Rental Income

Rental income from property leased under operating lease is recognized in the statement of profit and loss on an actual basis over the term of the lease since the rentals are in line with the expected general inflation. Lease incentives granted are recognized as an integral part of the total rental income.

- Interest income

Interest income is recognized using the effective interest rate method.

The effective interest rate is the rate that exactly discounts estimated future cash payments or receipts through the expected life of the financial instrument to:

- the gross carrying amount of a financial asset; or
- the amortized cost of financial liability.

In calculating interest income, the effective interest rate is applied to the gross carrying amount of the asset (when the asset is not credit impaired). However, for financial assets that have become credit-impaired subsequent to initial recognition, interest income is calculated by applying the effective interest rate to the amortized cost of the financial asset. If the asset is no longer credit-impaired, then the calculation of interest income reverts to the gross basis.

3.6 Financials instruments

1. Recognition and initial measurement

Trade receivables and debt securities issued are initially recognized when they are originated. All other financial assets and financial liabilities are initially recognized when the Company becomes a party to the contractual provisions of the instrument.

Summary of significant accounting policies and other explanatory notes for the year ended 31 March 2022

3 Significant accounting polices

3.6 Financials instruments

1. Recognition and initial measurement

A financial asset or financial liability is initially measured at fair value plus, for an item not at fair value through profit and loss (FVTPL), transaction costs that are directly attributable to its acquisition or issue.

2. Classification and subsequent measurement

A. Financial assets

On initial recognition, a financial asset is classified as measured at:

- amortized cost;
- FVOCI – debt investment;
- FVOCI – equity investment; or
- Fair Value Through statement of Profit and Loss (FVTPL)

Financial assets are not reclassified subsequent to their initial recognition, except if and in the period the Company changes its business model for managing financial assets.

A financial asset is measured at amortized cost if it meets both of the following conditions and is not designated as at FVTPL:

− the asset is held within a business model whose objective is to hold assets to collect contractual cash flows; and

− the contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

At initial recognition, the Company measures a financial asset at its fair value plus, in the case of a financial asset not at fair value through profit or loss, transaction costs that are directly attributable to the acquisition of the financial asset. Transaction costs of financial assets carried at fair value through profit or loss are expensed in profit or loss.

On initial recognition of an equity investment that is not held for trading, the Company may irrevocably elect to present subsequent changes in the investment's fair value in OCI (designated as FVOCI – equity investment). This election is made on an investment- by- investment basis. All financial assets not classified as measured at amortized cost or FVOCI as described above are measured at FVTPL. This includes all derivative financial assets. On initial recognition, the Company may irrevocably designate a financial asset that otherwise meets the requirements to be measured at amortized cost or at FVOCI as at FVTPL if doing so eliminates or significantly reduces an accounting mismatch that would otherwise arise.

B. Financial assets: Business model assessment

The Company makes an assessment of the objective of the business model in which a financial asset is held at a portfolio level because this best reflects the way the business is managed and information is provided to management. The information considered includes:

− the stated policies and objectives for the portfolio and the operation of those policies in practice. These include whether management's strategy focuses on earning contractual interest income, maintaining a particular interest rate profile, matching the duration of the financial assets to the duration of any related liabilities or expected cash outflows or realizing cash flows through the sale of the assets;

– how the performance of the portfolio is evaluated and reported to the Company's management;

– the risks that affect the performance of the business model (and the financial assets held within that business model) and how those risks are managed;

– how managers of the business are compensated – e.g. whether compensation is based on the fair value of the assets managed or the contractual cash flows collected; and

– the frequency, volume and timing of sales of financial assets in prior periods, the reasons for such sales and expectations about future sales activity.

Transfers of financial assets to third parties in transactions that do not qualify for derecognition are not considered sales for this purpose, consistent with the Company's continuing recognition of the assets.

Financial assets that are held for trading or are managed and whose performance is evaluated on a fair value basis are measured at FVTPL.

Summary of significant accounting policies and other explanatory notes for the year ended 31 March 2022

3 Significant accounting polices

3.6 Financials instruments

C. Financial assets: Assessment whether contractual cash flows are solely payments of principal and interest

For the purposes of this assessment, 'principal' is defined as the fair value of the financial asset on initial recognition. 'Interest' is defined as consideration for the time value of money and for the credit risk associated with the principal amount outstanding during a particular period of time and for other basic lending risks and costs (e.g. liquidity risk and administrative costs), as well as a profit margin.

In assessing whether the contractual cash flows are solely payments of principal and interest, the Company considers the contractual terms of the instrument. This includes assessing whether the financial asset contains a contractual term that could change the timing or amount of contractual cash flows such that it would not meet this condition. In making this assessment, the Company considers:

− contingent events that would change the amount or timing of cash flows;

− terms that may adjust the contractual coupon rate, including variable interest rate features;

− prepayment and extension features; and

− terms that limit the Company's claim to cash flows from specified assets (e.g. non- recourse features).

D. Financial assets: Subsequent measurement and gains and losses

Financial assets at FVTPL	These assets are subsequently measured at fair value. Net gains and losses, including any interest or dividend income, are recognized in profit or loss.
Financial assets at amortized cost	These assets are subsequently measured at amortized cost using the effective interest method. The amortized cost is reduced by impairment losses. Interest income, foreign exchange gains and losses and impairment are recognized in profit or loss. Any gain or loss on derecognition is recognized in profit or loss.
Equity investments at FVOCI	These assets are subsequently measured at fair value. Dividends are recognized as income in profit or loss unless the dividend clearly represents a recovery of part of the cost of the investment. Other net gains and losses are recognized in OCI and are not reclassified to profit or loss.
Debt investments at FVTPL	These assets are subsequently measured at fair value. Interest income under the effective interest method, foreign exchange gains and losses and impairment are recognized in profit or loss. Other net gains and losses are recognized in statement of profit and loss.

E. Financial liabilities: Classification, subsequent measurement and gains and losses

Financial liabilities are classified as measured at amortized cost or FVTPL. A financial liability is classified as at FVTPL if it is classified as held- for- trading, or it is a derivative or it is designated as such on initial recognition. Financial liabilities at FVTPL are measured at

Summary of significant accounting policies and other explanatory notes for the year ended 31 March 2022

3 Significant accounting polices

3.6 Financials instruments

fair value and net gains and losses, including any interest expense, are recognized in profit or loss. Other financial liabilities are subsequently measured at amortized cost using the effective interest method. Interest expense and foreign exchange gains and losses are recognized in profit or loss. Any gain or loss on derecognition is also recognized in profit or loss.

3. Derecognition

A. Financial assets :

The Company derecognizes a financial asset when the contractual rights to the cash flows from the financial asset expire, or it transfers the rights to receive the contractual cash flows in a transaction in which substantially all of the risks and rewards of ownership of the financial asset are transferred or in which the Company neither transfers nor retains substantially all of the risks and rewards of ownership and does not retain control of the financial asset.

If the Company enters into transactions whereby it transfers assets recognized on its balance sheet, but retains either all or substantially all of the risks and rewards of the transferred assets, the transferred assets are not derecognized.

B. Financial liabilities :

The Company derecognizes a financial liability when its contractual obligations are discharged or cancelled, or expire.

The Company also derecognizes a financial liability when its terms are modified and the cash flows under the modified terms are substantially different. In this case, a new financial liability based on the modified terms is recognized at fair value. The difference between the carrying amount of the financial liability extinguished and the new financial liability with modified terms is recognized in profit or loss.

Initial recognition and measurement

Financial liabilities are classified, at initial recognition, as financial liabilities at fair value through profit or loss and amortized cost.

At initial recognition, the Company measures a financial liability at its fair value plus, in the case of a financial liability not at fair value through profit or loss, transaction costs that are directly attributable to the financial liability. Transaction costs of financial liability carried at fair value through profit or loss are expensed in profit or loss.

Subsequent measurement

The measurement of financial liabilities depends on their classification, as described below:

Amortized cost

This is the category most relevant to the Company. After initial recognition, interest-bearing loans and borrowings are subsequently measured at amortized cost using the effective interest rate (EIR) method. Gains and losses are recognized in profit or loss when the liabilities are derecognized as well as through the EIR amortization process.

Amortized cost is calculated by taking into account any discount or premium on acquisition and fees or costs that are an integral part of the EIR. The EIR amortization is included as finance costs in the statement of profit and loss.

Amortized cost is calculated by taking into account any discount or premium on acquisition and fees or costs that are an integral part of the EIR. The EIR amortization is included as finance costs in the statement of profit and loss.

4. Offsetting

Financial assets and financial liabilities are offset and the net amount presented in the balance sheet when, and only when, the Company currently has a legally enforceable right to set off the amounts and it intends either to settle them on a net basis or to realize the asset and settle the liability simultaneously.

3.7 Employee benefits

1. Defined contribution plan

The Company pays provident fund contributions to publicly administered provident funds as per local regulations. The Company has no further payment obligations once the contributions have been paid. The contributions are accounted for as defined contribution plans and the contributions are recognized as employee benefit expense when they are due. Prepaid contributions are recognized as an asset to the extent that a cash refund or a reduction in the future payments is available.

Summary of significant accounting policies and other explanatory notes for the year ended 31 March 2022

2. Defined benefit plans

The Company's gratuity plan is a defined benefit plan. The present value of gratuity obligation under such defined benefit plans is determined based on actuarial valuations carried out by an independent actuary using the Projected Unit Credit Method, which recognizes each period of service as giving rise to additional unit of employee benefit entitlement and measure each unit separately to build up the final obligation. The obligation is measured at the present value of estimated future cash flows. The discount rates used for determining the present value of obligation under defined benefit plans, is based on the market yields on Government securities as at the balance sheet date, having maturity periods approximating to the terms of related obligations. Actuarial gains and losses are recognized immediately in the balance sheet with a corresponding debit or credit to retained earnings through Other Comprehensive income in the period in which they occur.

Gratuity scheme is administered through a trust called Mac Charles (India) Limited Employees Gratuity Fund Trust affiliated with the Life Insurance Corporation of India and the provision for the same is determined on the basis of actuarial valuation carried out by an independent actuary. Provision is made for the shortfall, if any, between the amounts required to be contributed to meet the accrued liability for gratuity as determined by actuarial valuation and the available corpus of the funds.

Prepaid contributions are recognized as an asset to the extent that a cash refund or a reduction in future payments is available.

3. Short-term benefit plans

Liabilities for wages and salaries, including non-monetary benefits that are expected to be settled wholly within 12 months after the end of the period in which the employees render the related service are recognized and measured at the amounts expected to be paid when the liabilities are settled. The liabilities are presented as current employee benefit obligations in the balance sheet. Compensated absence, which is a short term defined benefit, is accrued based on a full liability method based on current salaries at the balance sheet date for unexpired portion of leave.

3.8 Foreign currency transactions

Foreign currency transactions are translated into the functional currency using the exchange rates at the dates of the transactions or an average rate, if the average rate approximates the actual rate at the date of transaction. Foreign exchange gains and losses resulting from the settlement of such transactions and from the translation of monetary assets and liabilities denominated in foreign currencies at year end exchange rates are generally recognized in profit or loss.

Foreign exchange differences regarded as an adjustment to borrowing costs are presented in the statement of profit and loss, within finance costs. All other foreign exchange gains and losses are presented in the statement of profit and loss on a net basis within other gains/(losses).

Non-monetary items that are measured at fair value in a foreign currency are translated using the exchange rates at the date when the fair value was determined. Translation differences on assets and liabilities carried at fair value are reported as part of the fair value gain or loss. Non-monetary items that are measured based on historical cost in a foreign currency are translated at the exchange rate at the date of the transaction.

3 Significant accounting polices

3.9 Income taxes

Income tax comprises current and deferred tax. It is recognized in the statement of profit and loss except to the extent that it relates to an item directly recognized in equity or in other comprehensive income.

Current income tax

Current income tax assets and liabilities are measured at the amount expected to be recovered from or paid to the taxation authorities. The tax rates and tax laws used to compute the amount are those that are enacted or substantively enacted, at the reporting date in the countries where the Company operates and generates taxable income. Current income tax relating to items recognized outside profit or loss is recognized outside profit or loss (either in other comprehensive income or in equity). Current tax also includes any tax arising from dividends.

Deferred tax

Deferred tax is provided using the liability method on temporary differences between the tax

Summary of significant accounting policies and other explanatory notes for the year ended 31 March 2022

3 Significant accounting polices

3.9 Income taxes

bases of assets and liabilities and their carrying amounts for financial reporting purposes at the reporting date. Deferred tax assets are recognized to the extent that it is probable that the underlying tax loss or deductible temporary difference will be utilized against future taxable income. This is assessed based on the Company's forecast of future operating results, adjusted for significant non-taxable income and expenses and specific limits on the use of any unused tax loss or credit. The carrying amount of deferred tax assets is reviewed at each reporting date and reduced to the extent that it is no longer probable that sufficient taxable profit will be available to allow all or part of the deferred tax asset to be utilised. Unrecognised deferred tax assets are re-assessed at each reporting date and are recognised to the extent that it has become probable that future taxable profits will allow the deferred tax asset to be recovered. Deferred tax liabilities are recognised for all taxable temporary differences except in respect of taxable temporary differences associated with investment in subsidiaries, when the timing of reversal of the temporary differences can be controlled and it is probable that the temporary differences will not be reverse in the foreseeable future. The Company offsets, the current tax assets and liabilities (on a year on year basis) and deferred tax assets and liabilities, where it has a legally enforceable right and where it intends to settle such assets and liabilities on a net basis.

3.10 Provisions and contingent liabilities

Provisions (other than for employee benefits)

Provisions are recognized when the company has a present legal or constructive obligation as a result of past events, it is probable that an outflow of resources will be required to settle the obligation and the amount can be reliably estimated. Provisions are not recognized for future operating losses.

Provisions for onerous contracts, i.e. contracts where the expected unavoidable costs of meeting the obligations under the contract exceed the economic benefits expected to be received under it, are recognized when it is probable that an outflow of resources embodying economic benefits will be required to settle a present obligation as a result of an obligating event based on a reliable estimate of such obligation.

Where there are a number of similar obligations, the likelihood that an outflow will be required in settlement is determined by considering the class of obligations as a whole. A provision is recognized even if the likelihood of an outflow with respect to any one item included in the same class of obligations may be small.

Provisions are measured at the present value of management's best estimate of the expenditure required to settle the present obligation at the end of the reporting period. The discount rate used to determine the present value is a pre-tax rate that reflects current market assessments of the time value of money and the risks specific to the liability. The increase in the provision due to the passage of time is recognized as interest expense.

In the normal course of business, contingent liabilities may arise from litigation and other claims against the Company. Potential liabilities that are possible but not probable of crystallising or are very difficult to quantify reliably are treated as contingent liabilities. Such liabilities are disclosed in the notes but are not recognized.

3.11 Cash and cash equivalents

Cash and cash equivalents includes cash on hand, deposits held at call with financial institutions, other short-term, highly liquid investments with original maturities of three months or less that are readily convertible to known amounts of cash and which are subject to an insignificant risk of changes in value. 'Deposits with maturity more than three months but less than twelve months have been disclosed as 'Bank balances other than cash and cash equivalents'.

3.12 Earnings per share

The basic earnings per share is computed by dividing the net profit/ (loss) attributable to owner's of the Company for the year by the weighted average number of equity shares outstanding during reporting period. The number of shares used in computing diluted earnings/ (loss) per share comprises the

Summary of significant accounting policies and other explanatory notes for the year ended 31 March 2022

3 Significant accounting polices

3.12 Earnings per share

weighted average shares considered for deriving basic earnings/ (loss) per share and also the weighted average number of equity shares which could have been issued on the conversion of all dilutive potential equity shares. Dilutive potential equity shares are deemed converted as of the beginning of the reporting date, unless they have been issued at a later date. In computing diluted earnings per share, only potential equity shares that are dilutive and which either reduces earnings per share or increase loss per share are included.

3.13 Dividends

Provision is made for the amount of any dividend declared, being appropriately authorized and no longer at the discretion of the entity, on or before the end of the reporting period but not distributed at the end of the reporting period.

3.14 Discontinued Operations

A discontinued operation is a component of the Company's business, the operations and cash flows of which can be clearly distinguished from those of the rest of the Company and which represents a separate major line of business or geographical area of operations and

- is a part of a single coordinated plan to dispose of a separate major line of business or geographic area of operations; or
- is a subsidiary acquired exclusively with a view to re-sale.

Classification as a discontinued operation occurs upon disposal or when the operation meets the criteria to be classified as held for sale, if earlier.

When an operation is classified as a discontinued operation, the comparative statement of profit and loss is re-presented as if the operation had been discontinued from the start of the comparative period.

3.15 Borrowing Cost

Borrowing costs directly attributable to the acquisition, construction or production of a qualifying asset are capitalised during the period of time that is required to complete and prepare the asset for its intended use or sale. Qualifying assets are assets that necessarily take a substantial period of time to get ready for their intended use or sale. Other borrowing costs are expensed in the period in which they are incurred.

Borrowing costs consist of interest and other costs that an entity incurs in connection with the borrowing of funds.

3.16 Assets held for sale

The Company classifies non-current assets and disposal groups as held for sale if their carrying amounts will be recovered principally through a sale/ distribution rather than through continuing use. Actions required to complete the sale/ distribution should indicate that it is unlikely that significant changes to the sale will be made or that the decision to sell will be withdrawn. Management must be committed to the sale expected within one year from the date of classification.

For these purposes, sale transactions include exchanges of non-current assets for other non-current assets when the exchange has commercial substance. The criteria for held for sale classification is regarded met only when the assets or disposal group is available for immediate sale in its present condition, subject only to terms that are usual and customary for sales/ distribution of such assets (or disposal groups), its sale is highly probable; and it will genuinely be sold, not abandoned. The Company treats sale of the asset or disposal group to be highly probable when:

• The appropriate level of management is committed to a plan to sell the asset,

• An active programme to locate a buyer and complete the plan has been initiated,

• The asset (or disposal group) is being actively marketed for sale at a price that is reasonable in relation to its current fair value,

• The sale is expected to qualify for recognition as a completed sale within one year from the date of classification, and

Summary of significant accounting policies and other explanatory notes for the year ended 31 March 2022

3 Significant accounting polices

3.16 Assets held for sale

• Actions required to complete the plan indicate that it is unlikely that significant changes to the plan will be made or that the plan will be withdrawn.

Non-current assets held for sale and disposal groups are measured at the lower of their carrying amount and the fair value less costs to sell. Assets and liabilities classified as held for sale are presented separately in the balance sheet.

Property, plant and equipment and intangible assets once classified as held for sale to owners are not depreciated or amortised.

3.17 Recent accounting pronouncement

Standards issued but not effective on Balance Sheet date:

Ministry of Corporate Affairs ("MCA") notifies new standards or amendments to the existing standards under Companies (Indian Accounting Standards)Rules as issued from time to time. On March 23, 2022, MCA amended the Companies (Indian Accounting Standards) Amendment Rules, 2022, as below;

Ind AS 109 - Financial Instruments -The amendment clarifies that the terms are substantially different if the discounted present value of the cash flows under the new terms, including any fees paid net of any fees received and discounted using the original effective interest rate, is at least 10 per cent different from the discounted present value of the remaining cash flows of the original financial liability. In determining those fees paid net of fees received, a borrower includes only fees paid or received between the borrower and the lender, including fees paid or received by either the borrower or lender on the other's behalf.

If an exchange of debt instruments or modification of terms is accounted for as an extinguishment, any costs or fees incurred are recognised as part of the gain or loss on the extinguishment. If the exchange or modification is not accounted for as an extinguishment, any costs or fees incurred adjust the carrying amount of the liability and are amortised over the remaining term of the modified liability. The Company has evaluated the amendment and there is no impact on its standalone financial statements.

Ind AS 16 — Property Plant and equipment - The amendment clarifies that excess of net sale proceeds of items produced over the cost of testing, if any, shall not be recognised in the profit or loss but deducted from the directly attributable costs considered as part of cost of an item of property, plant, and equipment. The Company has evaluated the amendment and there is no impact on its standalone financial statements.

Ind AS 37 — Provisions, Contingent Liabilities and Contingent Assets — The amendment specifies that the 'cost of fulfilling' a contract comprises the 'costs that relate directly to the contract'. Costs that relate directly to a contract can either be incremental costs of fulfilling that contract (examples would be direct labour, materials) or an allocation of other costs that relate directly to fulfilling contracts (an example would be the allocation of the depreciation charge for an item of property, plant and equipment used in fulfilling the contract). The Company has evaluated the amendment and there is no impact on its standalone financial statements.

Summary of significant accounting policies and other explanatory notes for the year ended 31 March 2022 (cont'd)

(All amounts are in ₹ million, unless otherwise stated)

4 Property, plant and equipment

	Land	Buildings	Plant and Machinery	Computers	Vehicles	Total
Gross carrying amount						
Balance as at 1 April 2020	340.65	21.43	344.28	-	5.22	**711.58**
Additions	58.11	-	-	0.09	-	58.20
Reclassification to asset held for sale (refer note 41)	388.89	16.97	-	-	-	405.86
Disposals	-	-	-	-	1.32	1.32
Balance as at 31 March 2021	**9.87**	**4.46**	**344.28**	**0.09**	**3.90**	**362.60**
Additions	-	-	-	0.10	-	0.10
Reclassification to asset held for sale (refer note 41)	-	4.46	-	-	-	4.46
Disposals	-	-	-	-	2.52	2.52
Balance as at 31 March 2022	**9.87**	**-**	**344.28**	**0.19**	**1.38**	**355.72**
Accumulated depreciation						
Balance as at 1 April 2020	-	1.37	75.84	0.00	2.97	**80.18**
Charge for the year	-	0.32	19.01	0.03	0.57	19.93
Transfer to assets held for sale	-	1.57	-	-	-	1.57
Disposals	-	-	-	-	1.10	1.10
Balance as at 31 March 2021	**-**	**0.12**	**94.85**	**0.03**	**2.44**	**97.44**
Charge for the year	-	0.10	19.01	0.07	0.16	19.34
Transfer to assets held for sale	-	0.22	-	-	-	0.22
Disposals	-	-	-	-	1.22	1.22
Balance as at 31 March 2022	**-**	**-**	**113.86**	**0.10**	**1.38**	**115.34**
Net carrying amount						
As at 31 March 2021	**9.87**	**4.34**	**249.43**	**0.06**	**1.46**	**265.16**
As at 31 March 2022	**9.87**	**-**	**230.42**	**0.09**	**-**	**240.38**

Notes:

(i) Contractual obligations
The Company has not entered into any contracts to purchase, construct or develop property plant and equipment or for its repairs, maintenance or enhancements exceeding a period of one year.

(ii) Significant estimates

Property, plant and equipment represent a significant proportion of the asset base of the Company. The charge in respect of periodic depreciation is derived after determining an estimate of an asset’s expected useful life and the expected residual value at the end of its life, if any. The useful lives and residual values of the Company's assets are determined by management at the time the asset is acquired and reviewed periodically, including at each financial year end. The lives are based on historical experience with similar assets as well as anticipation of future icevents, whh may impact their life, such as changes in technology.

(iii) Refer note 21 for mortgage.

(iv) There is no borrowing cost capitalized during the year ended 31 March 2022 and 31 March 2021.

Summary of significant accounting policies and other explanatory notes for the year ended 31 March 2022 (cont'd)

(All amounts are in ₹ million, unless otherwise stated)

5 Investment property

Particulars	As at 31 March 2022	As at 31 March 2021
Cost or deemed cost (Gross carrying amount)		
Opening balance	936.13	936.13
Additions	-	-
Less: Reclassification to asset held for sale (Refer note 41)	(371.85)	-
Less: Disposals	(564.28)	-
Closing balance	**-**	**936.13**
Accumulated depreciation		
Opening balance	121.92	106.32
Charge for the year	7.02	15.60
Less: Reclassification to asset held for sale (Refer note 41)	(56.31)	-
Less:Disposals	(72.63)	-
Closing balance	**-**	**121.92**
Net carrying amount	**-**	**814.21**

Notes:

Investment property comprises of a commercial property that is leased to third parties. The lease contains an initial non-cancellable period. Subsequent renewals are negotiated with the lessee and historically the average renewal period is five to nine years.

Investment property comprises of three floors in building named 'Delta' and two floors in building named 'Alpha' held by the Company in Cessna Business Park, Bengaluru. The Company had sold three floor of Delta building in current financial year and transferred two floor of Alpha building to asset held for sale. Two floor of Alpha building has been given as a collateral for the term loan from bank. Refer note 21 for mortgage details.

I) Amounts recognized in profit and loss for investment properties

Particulars	Year ended 31 March 2022	Year ended 31 March 2021
Rental income derived from investment properties	113.60	149.45
Direct operating expenses (including repairs and maintenance) generating rental income	9.48	10.61
Profit arising from investment properties before depreciation and indirect expenses	**104.12**	**138.84**
Less: Depreciation	7.02	15.60
Profit arising from investment properties before indirect expenses	**97.10**	**123.24**

i) Contractual obligation

The Company has not entered into any contracts to purchase, construct or develop investment property or for its repairs, maintenance or enhancements exceeding a period of one year.

ii) Fair value

Fair value hierarchy

The fair value of investment property has been determined by external, independent property valuers, having appropriate recognized professional qualifications and recent experience in the location and category of the property being valued.

The fair value of investment properties is based on discounted cash flows and classified as level 3 fair value in the fair value hierarchy due to the use of unobservable inputs. There has been no change in valuation techniques used since prior years.

Valuation techniques

Investment property comprises commercial properties that are leased to third parties. Each of the leases contains an initial non-cancellable period. Subsequent renewals are negotiated with the lessee. No contingent rents are charged. The Company obtains independent valuations for its investment properties at least annually.

Fair value:	**₹ million**
As at 31 March 2021	2,272.52
As at 31 March 2022	-

The fair value of investment properties is based on discounted cash flows and classified as level 3 fair value in the fair value hierarchy due to the use of unobservable inputs. There has been no change in valuation techniques used since prior years.

Summary of significant accounting policies and other explanatory notes for the year ended 31 March 2022 (cont'd)

(All amounts are in ₹ million, unless otherwise stated)

Significant estimates

The charge in respect of periodic depreciation on investment property is derived after determining an estimate of an asset's expected useful life and the expected residual value at the end of its life, if any. The useful lives and residual values of the Company's assets are determined by management at the time the asset is acquired and reviewed periodically, including at each financial year end. The lives are based on historical experience with similar assets as well as anticipation of future events, which may impact their life, such as changes in technology.

Para 97 of Ind AS 113 'Fair value measurements' states that for each class of assets and liabilities not measured at fair value in the balance sheet but for which the fair value is disclosed, an entity shall disclose the information required by paragraph 93(b), (d) and (i). However, the said paragraph states that an entity is not required to provide the quantitative disclosures about significant unobservable inputs used in fair value measurements categorized within Level 3 of the fair value hierarchy required by paragraph 93(d). Therefore, no disclosure in relation to sensitivity analysis of significant unobservable inputs used in fair value measurements of Investment property.

6 Investment property under development

Particulars	**As at 31 March 2022**	**As at 31 March 2021**
Opening balance	77.01	-
Additions	273.81	77.01
Disposals	-	-
Closing balance	**350.82**	**77.01**

Note

The Company is constructing Commercial Tower (Zenith) on the land parcel of the erstwhile Le Meridien hotel for tenancy. Refer note 21 for mortgage details.

a. Ageing of project in progress as on 31 March 2022

Particulars	**<1year**	**1-2 years**	**Total**
Projects in progress	273.81	77.01	350.82

b. Ageing of project in progress as on 31 March 2021

Particulars	**<1year**	**1-2 years**	**Total**
Projects in progress	77.01	-	77.01

Summary of significant accounting policies and other explanatory notes for the year ended 31 March 2022 (cont'd)

(All amounts are in ₹ million, unless otherwise stated)

7 Non-current investments
Investments in subsidiaries

	As at 31 March 2022	As at 31 March 2021
Unquoted equity shares		
Investments in subsidiaries accounted at cost		
Nil equity shares of Airport Golf View Hotels and Suites Private Limited (31 March 2021: 29,987 shares)	-	74.50
49,999 equity shares of Blue Lagoon Real Estate Private Limited (31 March 2021: 49,999)	1,632.78	1,531.20
49,999 equity shares of Neptune Real Estate Private Limited (31 March 2021: 49,999)	595.59	503.90
9,999 equity shares of Mac Charles Hub Projects Private Limited (31 March 2021: Nil)	373.30	-
	2,601.67	**2,109.60**

Note:

Refer note 21 for mortgage details

Quoted equity shares		
Investments measured at fair value through other comprehensive income (fully paid-up)		
10,000 equity shares of Global Offshore Services Limited (31 March 2021: 10,000 shares)	0.45	0.06
22,699 equity shares of Puravankara Limited (31 March 2021 : 22,699 shares)	2.42	1.59
4,000 equity shares of Cipla Limited (31 March 2021: 4,000 shares)	4.07	3.26
	6.94	**4.91**
Total investments	**2,608.61**	**2,114.51**
Aggregate amount of quoted investments and market value thereof	6.94	4.91
Aggregate amount of unquoted investments	-	-
Aggregate amount of impairment in the value of investments	-	-

Information about the Company's exposure to credit and market risks, and fair value measurement, is included in Note 36.

Equity shares designated as at fair value through other comprehensive income (FVOCI)

The Company designated the investments presented below as equity shares at FVOCI because these equity shares represent investments that the Company intends to hold for long-term.

Fair value

	Dividend income for 20-21	Fair Value as at 31 March 2021	Dividend income for 21-22	Fair Value as at 31 March 2022
Investment in equity shares of Global Offshore Services Limited	-	0.06	-	0.45
Investment in equity shares of Puravankara Limited	-	1.59	-	2.42
Investment in equity shares of Cipla Limited	-	3.26	0.02	4.07
	-	**4.91**	**0.02**	**6.94**

8 Loans

	As at 31 March 2022	As at 31 March 2021
Loan receivable considered good- unsecured		
Loans to subsidiaries (refer note 34)		
- Blue Lagoon Real Estate Private Limited	176.43	-
- Neptune Real Estate Private Limited	159.25	-
- Mac Charles Hub Project Private Limited	353.55	-
	689.23	**-**

9 Other financial assets

Security deposit	6.54	10.22
Deposit with original maturity for more than 12 month (refer note 41)	-	19.40
	6.54	**29.62**

Fixed deposit with bank is classified as current assets during the year (31 March 2021: ₹ 19.40 million) which is held as debt service reserve account (DSRA) for term loan taken from HDFC bank. Subsequently, the term loan has been preclosed and classified as liability associated with assets held for sale as on 31 March 2022 and therefore deposit held as DSRA is also classified under assets held for sale. (refer note 21)

Summary of significant accounting policies and other explanatory notes for the year ended 31 March 2022 (cont'd)
(All amounts are in ₹ million, unless otherwise stated)

10 Income-tax assets (net)

	As at 31 March 2022	As at 31 March 2021
Advance income tax, net of provision for taxation ₹ 48.04 million(31 March 2021: ₹ 2.72 million)	43.95	29.48
	43.95	**29.48**

11 Other non-current assets

Capital advances		
- Advance paid for purchase of investment property (refer note below)	1,175.49	53.23
Balance with government authorities	188.80	10.79
	1,364.29	**64.02**

Note:

Capital advance as at 31 March 2022 includes an amount paid to Legacy Global to acquire a property in Allalsandra village, Yelahanka Hobli, Bengaluru North. The property is under construction and possession is expected to be received by 31 December 2022

12 Current Investments

	As at 31 March 2022	As at 31 March 2021
Unquoted- Investment in mutual funds		
Investments measured at fair value through Profit and Loss (fully paid-up)		
692.47 units of Ultra Short Bond Fund Direct Plan of Franklin India (31 March 2021: 28,057 units)	0.02	0.42
4,290 Unit of HDFC Liquid DP - Growth Option (31 March 2021 : Nil)	17.95	-
63,439 Unit of ICICI Liquid - DP Growth (31 March 2021 : Nil)	20.00	-
Nippon India Mutual Fund (ETF Liquid BGSE)	0.09	0.09
ICICI India Advantage Fund-III	1.78	1.78
Reliance Capital Asset Management	18.76	20.50
	58.60	**22.79**
Aggregate amount of quoted investments and market value thereof	-	
Aggregate amount of unquoted investments	58.60	22.79
Aggregate amount of impairment in the value of investments	-	-

Information about the Company's exposure to credit and market risks, and fair value measurement, is included in note 36.

13 Trade receivables

	As at 31 March 2022	As at 31 March 2021
Undisputed trade receivable, considered good		
Dues from related parties (refer note 34)	-	4.33
Dues from others	13.45	3.44
	13.45	**7.77**

Note:

a. The Company's exposure to credit and currency risks, and loss allowances related to trade receivables are disclosed in note 36.

b. Outstanding for following periods from due date of payment:

Undisputed trade receivable, considered good		
- Less than 6 months	13.45	7.77
- 6 months-1 year	-	-
- 1- 2 years	-	-
- 2- 3 years	-	-
- More than 3 years	-	-
	13.45	**7.77**

14 Cash and cash equivalents

Balances with banks		
- in current accounts	545.72	9.12
	545.72	**9.12**

Summary of significant accounting policies and other explanatory notes for the year ended 31 March 2022 (cont'd)

(All amounts are in ₹ million, unless otherwise stated)

15 Bank balances other than cash and cash equivalents

	As at 31 March 2022	As at 31 March 2021
Unpaid dividend account	21.91	26.32
Deposits with original maturity more than 3 months but less than 12 months	80.10	-
	102.01	**26.32**

Notes:

Unpaid dividend account represents bank balances which are restricted for use and it relates to unclaimed dividend.

16 Loans

	As at 31 March 2022	As at 31 March 2021
Loan receivable considered good- unsecured		
- Inter-corporate loans	1.02	0.72
- Loans to subsidiaries (refer note 34)		
- Airport Golfview Hotels and Suites Private Limited	-	8.61
- Blue Lagoon Real Estate Private Limited	-	267.25
- Neptune Real Estate Private Limited	-	241.16
Loan receivable- credit impaired		
- Inter-corporate loans	18.83	18.83
Less: Expected credit loss for loans	(18.83)	(18.83)
	1.02	**517.74**

The Company's exposure to credit and currency risks and loss allowances related to loans are disclosed in note 36.

17 Other financial assets

	As at 31 March 2022	As at 31 March 2021
Other receivables	0.04	0.34
	0.04	**0.34**

18 Other current assets

Prepaid expenses	0.48	1.92
Other advances (refer note 27c)	1.81	1.66
	2.29	**3.58**

Summary of significant accounting policies and other explanatory notes for the year ended 31 March 2022 (cont'd)

(All amounts are in ₹ million, unless otherwise stated)

19 Equity share capital

	As at 31 March 2022	As at 31 March 2021
Equity share capital		
Authorised share capital		
20,000,000 (31 March 2021: 20,000,000) equity shares of ₹ 10 each	200.00	200.00
	200.00	**200.00**
Issued, subscribed and fully paid up		
13,101,052 (31 March 2021: 13,101,052) equity shares of ₹ 10 each	131.01	131.01
	131.01	**131.01**

(a) Reconciliation of the number of equity shares outstanding at the beginning and at the end of the reporting year is as given below:

	As at 31 March 2022		As at 31 March 2021	
	No of shares	Amount	No of shares	Amount
At the beginning of the year	13,101,052	131.01	13,101,052	131.01
Add: Shares issued during the year	-	-	-	-
Outstanding at the end of the year	**13,101,052**	**131.01**	**13,101,052**	**131.01**

(b) The rights, preferences and restrictions attaching to each class of shares including restrictions on the distribution of dividends and the repayment of capital:

The Company has one class of equity shares having a par value of ₹ 10 per share. Each shareholder is eligible for one vote per share held. The dividend proposed by the Board of Directors is subject to the approval of the Shareholders in the ensuing Annual General Meeting, except in case of interim dividend. In the event of liquidation, the equity shareholders are eligible to receive the remaining assets of the Company after distribution of all preferential amounts if any, in proportion to their shareholding.

(c) Details of shareholder holding more than 5% shares in the Company

Name of the shareholder	As at 31 March 2022		As at 31 March 2021	
	% of holding	No of shares	% of holding	No of shares
Embassy Property Developments Private Limited (Holding Company)	73.41%	9,616,952	73.41%	9,616,952
Rajasthan Gum Private Limited	5.47%	716,890	5.47%	716,890

(d) Details of shares held by promoters

	As at 31 March 2022	As at 31 March 2021
Number of shares		
Embassy Property Developments Private Limited	9,616,952	9,616,952
Jitendra Virwani	48,835	48,835
C B Paradhanani	160,000	160,000
% of total share capital		
Embassy Property Developments Private Limited	73.41%	73.41%
Jitendra Virwani	0.37%	0.37%
C B Paradhanani	1.22%	1.22%
% change during the year		
Embassy Property Developments Private Limited	-	-
Jitendra Virwani	-	-
C B Paradhanani	-	-

(e) The Company has not allotted any fully paid up equity shares by way of bonus shares nor has bought back any class of equity shares during the period of five years immediately preceding the balance sheet date nor has issued shares for consideration other than cash.

(f) Particulars of each class of shares held by holding, ultimate holding, subsidiaries or associates of the holding Company or the ultimate holding Company:

	As at 31 March 2022	As at 31 March 2021
Embassy Property Developments Private Limited (Holding Company)	9,616,952	9,616,952

Summary of significant accounting policies and other explanatory notes for the year ended 31 March 2022 (cont'd)

(All amounts are in ₹ million, unless otherwise stated)

20 Other equity

	As at 31 March 2022	As at 31 March 2021
General reserve		
Balance at the beginning of the year	2,244.80	2,244.80
Transferred from statement of profit and loss for the year	-	-
Balance at the end of the year	**2,244.80**	**2,244.80**
Retained earnings		
Balance at the beginning of the year	534.06	523.39
Profit for the year	1,110.32	10.67
Balance at the end of the year	**1,644.38**	**534.06**
Fair value of equity instruments		
Balance at the beginning of the year	(1.69)	(3.69)
Net fair value gain on investments in equity instruments at FVOCI, net of tax effect	1.52	2.00
Balance at the end of the year	**(0.17)**	**(1.69)**
Remeasurements of defined benefit asset		
Balance at the beginning of the year	3.21	4.23
Actuarial gains, net of tax effect	(2.10)	(1.02)
Balance at the end of the year	**1.11**	**3.21**
	3,890.12	**2,780.38**

For nature and purpose of reserves refer statement of changes in equity.

20.1 Capital management

For the purpose of the Company’s capital management, capital includes issued equity share capital, and all other equity reserves attributable to the equity holders of the Company. The primary objective of the Company’s capital management is to maximise the shareholder value.

The Company's policy is to maintain a strong capital base so as to maintain investor, creditor and market confidence and to sustain future development of the business. Management monitors the return on capital, as well as the level of dividends to equity shareholders. The Board of Directors seeks to maintain a balance between the higher returns that might be possible with higher levels of borrowing and the advantages and security afforded by a sound capital position.

The Company monitors capital using a ratio of 'adjusted net debt' to 'equity'. For this purpose, adjusted net debt is defined as total liabilities, comprising interest-bearing loans and borrowings less cash and cash equivalents and Bank balance other than cash and cash equivalents. Equity comprises all components of equity. The Company's adjusted net debt to equity ratio is as follows:

Particulars	As at 31 March 2022	As at 31 March 2021
Total liabilities	2,394.02	1,518.17
Less: Cash and cash equivalents	545.72	9.12
Less: Bank balance other than cash and cash equivalents	102.01	26.32
Adjusted net debt	**1,746.29**	**1,482.73**
Total equity	4,021.13	2,911.39
Adjusted net debt to adjusted equity ratio	**0.43**	**0.51**

Summary of significant accounting policies and other explanatory notes for the year ended 31 March 2022 (cont'd)

(All amounts are in ₹ million, unless otherwise stated)

20.2 Earnings per share (EPS)

	As at 31 March 2022	As at 31 March 2021
a. Computation of earnings/(loss) per share is as follows:		
Profit after tax for the year, attributable to equity holders (continuing operations)	1,110.32	19.83
Loss after tax for the year, attributable to equity holders (discontinued operations)	-	(9.16)
Profit after tax for the year, attributable to equity holders (discontinued and continuing operations)	1,110.32	10.67
b. Reconciliation of basic and diluted shares used in computing earnings per share		
Weighted average number of equity shares outstanding during the year for calculation of basic EPS	13,101,052	13,101,052
Effect of dilutive potential equity shares	-	-
Weighted average number of equity shares outstanding during the year for calculation of diluted EPS	**13,101,052**	**13,101,052**
c. Earnings/(loss) per share:		
Continuing operations		
(a) Basic (₹)	84.75	1.51
(b) Diluted (₹)	84.75	1.51
Discontinued operations		
(a) Basic (₹)	-	(0.70)
(b) Diluted (₹)	-	(0.70)
Continuing and discontinued operations		
(a) Basic (₹)	84.75	0.81
(b) Diluted (₹)	84.75	0.81

Summary of significant accounting policies and other explanatory notes for the year ended 31 March 2022 (cont'd)

(All amounts are in ₹ million, unless otherwise stated)

21 Borrowings

	As at 31 March 2022	As at 31 March 2021
Secured		
From bank (refer note (i) below)	490.20	1,197.85
From others (refer note (ii) below)	-	0.87
	490.20	**1,198.72**
Less - amount disclosed under liablity associated with assets held for sale(refer note 41)	(490.20)	(30.66)
Non convertible debentures ('NCD') (refer note iii)	1,222.91	-
	1,222.91	**1,168.06**

Information about the Company's exposure to interest rate, foreign currency and liquidity risks is included in note 36.

Notes:

Terms and repayment schedule

(i) From HDFC Bank Limited, amounting to ₹ 492.72 million (31 March 2021 : ₹ 1202.24 million)

Secured by:

- During the current year, the Company had release the charge on three floors of Delta building of Cessna park.

-84,512 sq.ft. and 169 car parks of the Alpha building, including undivided share of land, and assignment of receivables by way of rent from lessee are secured against the term loan from bank.

- Loan from HDFC Bank Limited carries interest rate of MCLR Plus 30 bps, and is repayable in 180 installments. The repayment of principal and interest commenced from February 2018.

-Debt service reserve account (DSRA) for 2 month interest and principal amount (refer note 9)

- There is no undrawn facility in respect of this loan.

- Subsequently in April 2022, the Company has sold two floor of Alpha building, consequently HDFC bank released the charge over the asset and the Company made the full closure of loan on 04 April 2022, hence the same has been classified as liabilties directly attributable with assets held for sale (note 41) for the year ended 31 March 2022.

(ii) From Toyota Financial Services India Limited, amounting to ₹ Nil (31 March 2021 : ₹ 0.87 million)

- Secured by way of hypothecation of the vehicle Toyota Altis as first charge to the lender with a carrying value of ₹ Nil (31 March 2021: ₹1.52 million).

iii) Non convertible debenture

The Company had issued 999 redeemable, rated, listed, secured, non-convertible debentures of face value of ₹ 1,000,000 each, aggregating to an amount of ₹ 999 million on 26 July 2021 and has subsequently issued 250 redeemable, unrated, unlisted, secured, non convertible debentures of face value of ₹ 1,000,000 each, aggregating to ₹ 250 million on 31 January 2022.The NCD issued are zero coupon, have a yield of 16% per annum on XIRR basis.

Fund raised by the issue of NCD shall be utilized by the Company solely for the following (and for no other purpose):
(a) making payments to the EPDPL under the Turnkey Contract.
(b) making payments for all fees, costs and other general expenses incurred in relation to the Issue, as approved by the Debenture Trustee.
The issue of NCD has been secured against:
A. First ranking equitable mortgage over:
(i) all that piece and parcel of land admeasuring 2.22 acres situated at Municipal No. 28A(Old Municipal No. 28, still earlier Municipal No. 12), Sankey Road, Ward No. 78 (Old Corporation Site No. 2, Bellary Road), Vasanth Nagar, Bangalore, Karnataka (PID No. 78-121-28A) and the building being constructed thereon (‘Project’)
(ii) apartments held by Company in Embassy Habitat, Brighton Court, DLF Riverside and Kent Glass House
(iii) all that piece and parcel of the Land bearing Sy. No. 879/1, 883/3, of Maradu Village, Kanayannoor Taluk, Maradu Sub District, Ernakulam District, measuring 4.1 Ares along with a residential Building and Servant Quarters and other structures with electric and water connection and all fixtures and fittings therein and all the improvements
B. A first ranking exclusive charge over:
(i) all the Account Assets as defined under the debenture documents,
(ii) Company’s rights under the turnkey contract executed with Embassy Property Developments Private Limited
(iii) the Legacy Cirocco (Agreement to sell),
(iv) all receivables of the Company
(v) all movable assets in relation to the Project (including without limitation, the movable fixed assets in relation to the Project)
C. A first ranking exclusive pledge of shares of Blue Lagoon Real Estate Private Limited and Neptune Real Estate Private Limited

iv) Reconciliation of movements of liabilities to cash flow arising from financing activities (refer note 40B)

Summary of significant accounting policies and other explanatory notes for the year ended 31 March 2022 (cont'd)

(All amounts are in ₹ million, unless otherwise stated)

22 Short term borrowing

	As at 31 March 2022	As at 31 March 2021
Current maturity of long term borrowings (refer note 21)	-	30.66
	-	**30.66**

23 Trade payables

Dues to micro enterprises and small enterprises	-	-
Dues to creditors other than micro enterprises and small enterprises	37.51	13.33
	37.51	**13.33**

a) Outstanding for following periods from due date of payment-

	Less than 1 year	1-2 years	2-3 years	More than 3 years	Total
As at 31st March 2021					
Dues to micro enterprises and small enterprises	-	-	-	-	-
	13.33	-	-	-	13.33
Dues to creditors other than micro enterprises and small enterprises					
As at 31st March 2022					
Dues to micro enterprises and small enterprises	-	-	-	-	-
	37.51	-	-	-	37.51
Dues to creditors other than micro enterprises and small enterprises					

b) The Company's exposure to currency and liquidity risks related to trade payables are disclosed in note 36.

c) Dues to micro enterprises and small enterprises

The Management has identified enterprises which have provided goods and services to the Company and which qualify under the definition of micro and small enterprises as defined under Micro, small and Medium Enterprises Development Act, 2006. Accordingly, the disclosure in respect of the amounts payable to such enterprises as at 31 March 2022 has been made in the standalone financial statements based on information received and available with the Company. The Company has not received any claim for interest from any supplier under the said Act. Further in view of the Management, the impact of interest if any that may be payable in accordance with the provisions of the Act is not expected to be material.

24 Other current financial liabilities

	As at 31 March 2022	As at 31 March 2021
Interest accrued but not due	-	5.67
Security deposits	1.50	86.68
Capital creditors	10.31	33.95
Accrued salaries and bonus	0.18	3.76
Unpaid/unclaimed dividends (also, refer note 15)	21.91	26.32
Cross subsidy payable	40.25	16.30
	74.15	**172.68**

25 Current provisions

Provision for employee benefits		
- Leave encashment	0.60	1.33
	0.60	**1.33**

26 Other current liabilities

Capital advance	-	85.89
Statutory dues payable	5.68	4.00
	5.68	**89.89**

Summary of significant accounting policies and other explanatory notes for the year ended 31 March 2022 (cont'd)

(All amounts are in ₹ million, unless otherwise stated)

27 Revenue from operations

	Year ended 31 March 2022	Year ended 31 March 2021
Sale of services		
Income from sale of electricity	105.55	81.12
Other operating revenue		
Rental income	114.22	149.79
	219.77	**230.91**

Note:

a) Disaggregation of revenue

The disaggregated revenues from contracts with customers by customer type and contract type best depicts how the nature, amount, timing and uncertaint of our revenues and cash flows are affected by industry, market and other economic factors.

	Time of revenue recognition	Year ended 31 March 2022	Year ended 31 March 2021
Sale of electricity	Over the period	105.55	81.12
Rental Income	Over the period	114.22	149.79
		219.77	**230.91**

Revenue in respect of rental services is recognised on an accrual basis, in accordance with the terms of the respective contract as and when the Compan satisfies performance obligations by delivering the services as per contractual agreed terms.

b) Net revenues based on customer are as follows:

Other parties	208.55	218.54
Government Company	11.22	12.37
	219.77	**230.91**

c) Contract balances

Contract asset relates to conditional right to consideration for completed performance under the contract. Accounts receivable are recorded when the righ to consideration becomes unconditional.

	As at 31 March 2022	As at 31 March 2021
Trade receivables	13.45	7.77
Unbilled revenue (refer note 18)	0.33	-

d) Movement in contract assets

Contract assets at the beginning of the year	7.77	9.7
Amounts billed/(received) during the year, net	6.01	(1.96)
Contract assets at the end of the year	**13.78**	**7.77**

e) Performance obligation

The performance obligation is satisfied upon providing of services as and when rendered and accordingly there is no outstanding performance obligatio as on 31 March 2022.

28 Other income

	Year ended 31 March 2022	Year ended 31 March 2021
Interest income	29.19	3.15
Profit on sale of property, plant and equipment and assets held for sale	909.54	30.40
Profit on sale of investments	215.17	0.60
Other non-operating income	0.04	4.78
	1,153.94	**38.93**

29 Employee benefits expense

Salaries and wages	13.85	20.43
Contribution to provident and other funds	0.90	0.90
	14.75	**21.33**

Summary of significant accounting policies and other explanatory notes for the year ended 31 March 2022 (cont'd)

(All amounts are in ₹ million, unless otherwise stated)

30 Finance costs

	Year ended 31 March 2022	Year ended 31 March 2021
Interest expense on financial liabilities measured at amortized cost	59.50	103.83
Bank charges	0.08	0.08
	59.58	**103.91**

31 Depreciation and amortization expense

Depreciation of property, plant and equipment (refer note 4)	19.34	19.93
Depreciation on investment properties (refer note 5)	7.02	15.60
	26.36	**35.53**

32 Other expenses

		-
Legal, professional and consultancy charges	41.02	11.83
Fair value changes in financial assets measured at fair value through statement of profit and loss	0.12	0.05
Rates and taxes	35.64	37.00
Power and fuel	0.30	3.71
Repairs and maintenance of :		
i) Building (refer note 34)	4.71	5.67
ii) Plant & Machinery (refer note 34)	21.15	14.59
Corporate social responsibility (refer note (ii) below)	2.98	4.85
Outsource manpower (refer note 34)	3.60	6.28
Rent (refer note 34)	1.94	1.15
Insurance	0.98	0.92
Payment to auditors (refer note (i) below)	4.03	3.38
Director's sitting fees	2.18	0.90
Provision for doubtful advances (refer note (iii) below)	-	(5.17)
Miscellaneous expenses	0.72	1.36
	119.37	**86.52**

Note:

(i) Auditor's remuneration

As auditor		
- for statutory audit	3.50	3.10
- for certification services	0.40	-
Reimbursement of expenses	0.13	0.28
	4.03	**3.38**

(ii) Corporate Social Responsibility (CSR)

As per Section 135 of the Companies Act, 2013, a Company, meeting the applicability threshold, needs to spend at least 2% of its average net profit for the immediately preceding three financial years on corporate social responsibility (CSR) activities. A CSR committee has been formed by the Company as per the Act. The funds are allocated to the activities which are specified in Schedule VII of the Companies Act, 2013.

	Year ended 31 March 2022	Year ended 31 March 2021
(a) Amount required to be spent by the Company during the year	2.87	4.77
(b) amount of expenditure incurred,	2.98	4.85
(c) shortfall at the end of the year,	-	-
(d) total of previous years shortfall,	-	-
(e) reason for shortfall,	-	-
(f) nature of CSR activities,	Promoting education and development of children	Promoting education and development of children

(iii) Provision created in an earlier years against certain advances considered doubtful of recovery, has now been reversed based on recovery of the advance.

Summary of significant accounting policies and other explanatory notes for the year ended 31 March 2022 (cont'd)

(All amounts are in ₹ million, unless otherwise stated)

33 Income tax

(a) Major components of income tax expense for the years ended 31 March 2022 and 31 March 2021:

	Year ended 31 March 2022	Year ended 31 March 2021
Current income tax:		
Current income tax charge	(45.32)	(2.72)
Deferred tax:		
Attributable to-		
Origination and reversal of temporary differences	1.99	-
Tax expense of continuing operations	**(43.33)**	**(2.72)**
Income tax expense reported in the statement of profit or loss	**(43.33)**	**(2.72)**

(b) Deferred tax related to items recognized in Other comprehensive income (OCI) during the year:

	Year ended 31 March 2022	Year ended 31 March 2021
Equity instruments through Other comprehensive income - net changes in fair value	(0.51)	-
Remeasurement of defined benefit assets	0.71	-
Income tax charged to Other comprehensive income	**0.20**	**-**

(c) Reconciliation of tax expense and the accounting profit multiplied by India's domestic tax rate:

	Year ended 31 March 2022	Year ended 31 March 2021
Profit before tax from operations	1,153.65	13.39
Tax at the Indian tax rate of 25.17% (31 March 2021: 27.82%)	290.37	3.73
Effect of:		
Deferred tax asset on carryforward loss	3.78	6.31
Indexation benefit on sale of capital assets	(235.87)	-
Permanent difference on non-deductible expenses	(6.75)	3.41
Impact due to change in Income tax rate	(1.11)	-
Standard deduction for income from house property	(7.29)	(10.71)
Income tax expense	**43.13**	**2.74**

(d) Deferred tax

Deferred tax assets have been recognized only to the extent of existing deferred tax liabilities, because it is not probable that future taxable profit will be available against which the Company can use the benefits therefrom.

(e) Recognized deferred tax assets and liabilities

Movement in temporary differences

	Balance as at 31 March 2021	Recognized in profit or loss during 2021-22	Recognized in OCI during 2021-22	Balance as at 31 March 2022
Property, plant and equipment and investment property	45.34	2.87	-	48.21
Investments in equity shares	(2.95)	0.26	0.51	(2.18)
Employee benefits	(0.40)	0.91	(0.71)	(0.20)
Provision for doubtful advances	(5.24)	0.50	-	(4.74)
Fair value of investments in mutual funds	(4.36)	4.36	-	-
Income tax loss carry forward	(32.39)	(10.89)	-	(43.28)
Net deferred tax (assets)/ liabilities	**-**	**(1.99)**	**(0.20)**	**(2.19)**

(f) Expiration of losses carried forward

	As at 31 March 2022	As at 31 March 2021
31 March 2028	164.06	164.06

Notes:

i) The Company has unabsorbed depreciation loss of ₹ 9.96 million which can be carried forward indefinitely.

Summary of significant accounting policies and other explanatory notes for the year ended 31 March 2022 (cont'd)

(All amounts are in ₹ million, unless otherwise stated)

34 Related parties with whom transactions have taken place during the year

A. Holding Company

Embassy Property Developments Private Limited

B. Subsidiaries

Airport Golfview Hotels and Suites Private Limited (till 21 March 2022)

Blue Lagoon Real Estate Private Limited

Neptune Real Estate Private Limited

Mac Charles Hub Projects Private Limited (from 06 January 2022)

C. Fellow subsidiaries

Paledium Security Services LLP

We Work India Management Private Limited

Vikas Telecom Private Limited (till 01 April 2021)

Embassy Services Private Limited

D. Key management personnel

Director

Mr. P. B. Appiah

Mr. Suresh Vaswani

Ms. Tanya John

Mr. Aditya Virwani

Mr. P R Ramakrishnan

Mr. Sartaj Sewa Singh

Other officers

Ms. Chandana Naidu (Company Secretary)

Mr.Pranesha K Rao (Chief Financial Officer)

E. The following is a summary of related party transactions

	Year ended 31 March 2022	Year ended 31 March 2021
Inter corporate loan given		
Blue Lagoon Real Estate Private Limited	0.60	0.20
Neptune Real Estate Private Limited	0.60	-
Mac Charles Hub Private Limited	721.01	-
Inter corporate loan - repaid		
Airport Golfview Hotels and Suites Private Limited	8.61	-
Capital advance given		
Embassy Property Developments Private Limited	1122.26	-
Non convertible debenture		
Embassy Property Developments Private Limited	2.00	-
Sale of electricity		
Vikas Telecom Private Limited	-	68.75
Interest Income		
Blue Lagoon Real Estate Private Limited	10.16	-
Neptune Real Estate Private Limited	9.18	-
Mac Charles Hub Project Private Limited	5.74	-

Summary of significant accounting policies and other explanatory notes for the year ended 31 March 2022 (cont'd)

(All amounts are in ₹ million, unless otherwise stated)

34 Related party (cont'd)

	Year ended 31 March 2022	Year ended 31 March 2021
Outsource manpower		
Paledium Security Services LLP	0.31	0.52
Repairs and maintenance - Building		
Embassy Property Developments Private Limited	3.41	4.48
Investment property under development		
Paledium Security Services LLP	0.86	3.45
Repairs and maintenance - plant & machinery		
Embassy Property Developments Private Limited	0.87	1.35
Embassy Service Private Limited	1.24	-
Brokerage and commission paid		
Embassy Property Developments Private Limited	0.39	-
Staff welfare expenses		
Embassy Property Developments Private Limited	0.14	-
Rent expense		
We Work India Management Private Limited	1.49	1.15
Deposit paid		
We Work India Management Private Limited	-	0.18

F. The following is a summary of balances receivable/payable from related parties:

	As at 31 March 2022	As at 31 March 2021
Inter-corporate loans given		
Airport Golfview Hotels and Suites Private Limited	-	8.61
Blue Lagoon Real Estate Private Limited	176.43	267.25
Neptune Real Estate Private Limited	159.25	241.16
Mac Charles Hub Project Private Limited	353.55	-
Non convertible debenture		
Embassy Property Developments Private Limited	2.00	-
Trade receivables		
Vikas Telecom Private Limited	-	4.33
Trade Payable		
Paledium Security Services LLP	-	0.33
Embassy Property Developments Private Limited	1.48	1.49
Embassy Service Private Limited	0.59	-
Capital Advance		
Embassy Property Developments Private Limited	1122.26	-
Capital Creditors		
Embassy Property Developments Private Limited	0.06	-
Deposit Balance		
We Work India Management Private Limited	0.18	0.18

G. Compensation of key management personnel of the Company:

(i) The remuneration of directors and other members of key management personnel during the year was as follows:

	As at 31 March 2022	As at 31 March 2021
Short-term employee benefits	13.23	20.73
	13.23	**20.73**

Summary of significant accounting policies and other explanatory notes for the year ended 31 March 2022 (cont'd)

(All amounts are in ₹ million, unless otherwise stated)

34 Related party (cont'd)

The remuneration of directors and key executives is determined by the remuneration committee having regard to the performance of individuals and market trends. Post employment benefit comprising gratuity and compensated absences are not disclosed as these are determined for the Company as a whole.

H. Details of inter-corporate loans given

(a) Terms and conditions on which inter-corporate loans have been given

Party name	Interest rate	Repayment terms	Purpose
Airport Golfview Hotels and Suites Private Limited (Subsidiary)	0%	Repayable on demand	General
Blue Lagoon Real Estate Private (Subsidiary)	0%	Repayable after 5 years	General
Neptune Real Estate Private Limited (Subsidiary)	0%	Repayable after 5 years	General
Mac Charles Hub Project Private Limited (Subsidiary)	0%	Repayable after 5 years	General

(b) Loan repayable on demand

As at 31 March 2021

Type of borrower	Amount of loan outstanding	Percentage to the total loans
Related parties	8.61	2%

(b) Reconciliation of inter-Company loans given as at the beginning and as at the end of the year:

	As at 31 March 2022	As at 31 March 2021
Subsidiary		
Airport Golfview Hotels and Suites Private Limited		
At the commencement of the year	8.61	8.61
Add: given during the year	-	-
Less: repaid during the year	(8.61)	-
At the end of the year	-	8.61
Blue Lagoon Real Estate Private Limited		
At the commencement of the year	267.25	267.05
Add: given during the year	0.60	0.20
Add : Unwinding on interest as per Ind AS 109	10.16	
Less: Effect of Ind AS 109 adjustment	(101.58)	-
At the end of the year	**176.43**	**267.25**
Neptune Real Estate Private Limited		
At the commencement of the year	241.16	241.16
Add: given during the year	0.60	-
Add : Unwinding on interest as per Ind AS 109	9.18	
Less: Effect of Ind AS 109 adjustment	(91.69)	-
At the end of the year	**159.25**	**241.16**
Mac Charles Hub Project Private Limited		
At the commencement of the year	-	-
Add: given during the year	721.01	-
Add : Unwinding on interest as per Ind AS 109	5.74	
Less: Effect of Ind AS 109 adjustment	(373.20)	-
At the end of the year	**353.55**	-

Summary of significant accounting policies and other explanatory notes for the year ended 31 March 2022 (cont'd)

(All amounts are in ₹ million, unless otherwise stated)

35 Contingent liabilities and commitments

Capital commitments	**As at 31 March 2022**	**As at 31 March 2021**
Estimated amount of contracts remaining to be executed on capital account and not provided for	1,741.06	66.77

The Company has reviewed all its pending litigations and proceedings and has adequately provided for where provisions are required and disclosed as contingent liabilities where applicable, in its standalone financial statements. The Company does not expect the outcome of these proceedings to have a materially adverse effect on its financial position. There are no contingent liabilities as at 31 March 2022 (31 March 2021: ₹ Nil). Further, there are no other commitments as on 31 March 2022 and 31 March 2021.

36 Financial instruments - fair value measurement and risk management

A Accounting classification and fair value

	Carrying value as at 31 March 2022	**Fair value**			**Total**
		Level 1	**Level 2**	**Level 3**	
Financial assets measured at amortized cost:					
Non current financial assets					
- Loans	689.23	-	-	-	-
- Other non-Current financial asset	6.54	-	-	-	-
Current financial assets					
- Trade receivables	13.45	-	-	-	-
- Cash and cash equivalents	545.72	-	-	-	-
- Bank balances other than cash and cash equivalents	102.01	-	-	-	-
- Loans	1.02	-	-	-	-
- Other current financial assets	0.04	-	-	-	-
Financial assets measured at fair value through Other Comprehensive Income:					
Investments					
Non current	6.94	6.94	-	-	6.94
Financial assets measured at fair value through profit and loss:					
Investments					
Current	58.60	58.60	-	-	58.60
Total	**1,423.55**	**65.54**	**-**	**-**	**65.54**
Financial liabilities measured at amortized cost:					
Non current financial liabilities					
- Long term borrowing	1,222.91	-	-	-	-
Current financial liabilities					
- Trade payables	37.51	-	-	-	-
- Other financial liabilities	74.15	-	-	-	-
- Liability classified as assets held for sale	1,046.36	-	-	-	-
Total	**2,380.93**	**-**	**-**	**-**	**-**

The Company has not disclosed the fair values for financial instruments such as trade receivables, cash and cash equivalents, bank balances, other non-current financial assets other than other current financial assets, loans, borrowings, other non current financial liabilities, trade payables and other current financial liabilities because their carrying amounts are a reasonable approximation of fair value.

Summary of significant accounting policies and other explanatory notes for the year ended 31 March 2022 (cont'd)

(All amounts are in ₹ million, unless otherwise stated)

36 Financial instruments - fair value measurement and risk management (cont'd)

A Accounting classification and fair value (cont'd)

Particulars	**Carrying value as at 31 March 2021**	**Fair value**			**Total**
		Level 1	**Level 2**	**Level 3**	
Financial assets measured at amortized cost:					
Non current financial assets					
- Other Non-Current financial asset	29.62	-	-	-	-
Current financial assets					
- Trade receivables	7.77	-	-	-	-
- Cash and cash equivalents	9.12	-	-	-	-
- Loans	517.74	-	-	-	-
- Bank balances other than cash and cash equivalents	26.32	-	-	-	-
- Other current financial assets	0.34	-	-	-	-
Financial assets measured at fair value through Other Comprehensive Income:					
Investments					
Non-current	4.91	4.91	-	-	4.91
Financial assets measured at fair value through profit and loss:					
Investments					
Current	22.79	22.79	-	-	22.79
Total	**618.61**	**27.70**	**-**	**-**	**27.70**
Financial liabilities measured at amortized cost:					
Non current financial liabilities					
- Borrowings	1,168.06	-	-	-	-
Current financial liabilities					
- Borrowings	30.66				
- Trade payables	13.33	-	-	-	-
- Other financial liabilities	172.68	-	-	-	-
Total	**1,384.73**	**-**	**-**	**-**	**-**

The Company has not disclosed the fair values for financial instruments such as trade receivables, cash and cash equivalents, bank balances, other non-current financial assets other than other current financial assets, loans, borrowings, other non current financial liabilities, trade payables and other current financial liabilities because their carrying amounts are a reasonable approximation of fair value.

B Measurement of fair values

The section explains the judgement and estimates made in determining the fair values of the financial instruments that are:

a) recognized and measured at fair value
b) measured at amortized cost and for which fair values are disclosed in the standalone financial statements.

Summary of significant accounting policies and other explanatory notes for the year ended 31 March 2022 (cont'd)

(All amounts are in ₹ million, unless otherwise stated)

36 Financial instruments - fair value measurement and risk management (cont'd)

To provide an indication about the reliability of the inputs used in determining fair value, the Company has classified its financial instruments into the three levels prescribed under the accounting standard. An explanation of each level is mentioned below:

Level 1: Level 1 hierarchy includes financial instruments measured using quoted prices. This includes listed equity instruments, traded bonds and mutual funds that have quoted price. The fair value of all equity instruments (including bonds) which are traded in the stock exchanges is valued using the closing price as at the reporting period. The mutual funds are valued using the closing net asset value.

Level 2: The fair value of financial instruments that are not traded in an active market (for example, traded bonds, over-the counter derivatives) is determined using valuation techniques which maximize the use of observable market data and rely as little as possible on entity-specific estimates. If all significant inputs required to fair value an instrument are observable, the instrument is included in level 2.

Level 3: If one or more of the significant inputs is not based on observable market data, the instrument is included in level 3.

The fair value of the financial assets and liabilities is included at the amount at which the instrument could be exchanged in a current transaction between willing parties, other than in a forced or liquidation sale.

The Company has elected to measure all financial instruments, except investments, at amortized cost.

Investments fall under the 'Level 1' hierarchy and are measured using quoted prices on the respective reporting dates.

The fair value of the financial assets and liabilities is included at the amount at which the instrument could be exchanged in a current transaction between willing parties, other than in a forced or liquidation sale.

C Financial risk management

The Company has exposure to the following risks arising from financial instruments:

- credit risk (refer note ii below)
- liquidity risk (refer note iii below)
- market risk (refer note iv below)

(i) Risk management framework

The Company’s Board of Directors has overall responsibility for the establishment and oversight of the Company’s risk management framework. The Company’s risk management policies are established to identify and analyze the risks faced by the Company, to set appropriate risk limits and controls and to monitor risks and adherence to limits. Risk management policies and systems are reviewed regularly to reflect changes in market conditions and the Company’s activities.

The Company’s Audit Committee oversees how management monitors compliance with the Company’s risk management policies and procedures, and reviews the adequacy of the risk management framework in relation to the risks faced by the Company.

(ii) Credit risk

Credit risk is the risk that counterparty will not meet its obligations under a financial instrument or customer contract, leading to a financial loss. The Company is exposed to credit risk from its operating activities (primarily trade receivables) and from its financing activities, including deposits with banks and financial institutions, inter-corporate deposits and other financial instruments.

The carrying amount of financial assets represents the maximum credit exposure.

Trade receivable and loans

The Company’s exposure to credit risk is influenced mainly by the individual characteristics of each customer. However, management also considers the factors that may influence the credit risk of its customer base, including the default risk associated with the industry.

The Company has credit policies in place and exposure to the credit risk is monitored on an ongoing basis. A majority of Company's income is from the corporate customers by way of advance receipts and revenue from related parties. Credit evaluations are performed on all customers requiring credit over a certain amount and there is no concentration of credit risk. Due from related parties are considered recoverable by the management. Risk assessment is done for each corporate to whom the inter -corporate deposits are provided. Cash is placed with reputable banks and the risk of default is considered remote. Under the current economic conditions, management has assessed the recoverability of its trade receivables as at the reporting date and consider them to be recoverable.

Due to this factor, management believes that no additional credit risk is inherent in the Company’s receivables . At the balance sheet date, there were no significant concentrations of credit risk.

The following table provides information about the exposure to credit risk and the expected credit loss for trade receivables:

-

	As at 31 March 2022		As at 31 March 2021	
	Carrying amount	**Provision amount**	**Carrying amount**	**Provision amount**
Less than 180 days	13.45	-	7.77	-
More than 180 days	-	-	-	-
	13.45	**-**	**7.77**	**-**

Summary of significant accounting policies and other explanatory notes for the year ended 31 March 2022 (cont'd)

(All amounts are in ₹ million, unless otherwise stated)

36 Financial instruments - fair value measurement and risk management (cont'd)

Loans and other financial asset:

Expected credit loss for loans and other financial assets is as follows:

		Period ended	Asset group	Estimated gross carrying amount at default	Expected probability of default	Expected credit losses	Carrying amount, net of impairment provision
Loss allowance measured at 12 month expected credit loss	Financial assets for which credit risk has not increased significantly since initial recognition	31 March 2022	Security deposits	6.54	-	-	6.54
			Other financial asset	0.04	-	-	0.04
			Loan	709.08	-	18.83	690.25
		31 March 2021	Security deposits	10.22	-	-	10.22
			Other financial asset	19.74	-	-	19.74
			Other loans	536.57	-	18.83	517.74

(iii) Liquidity risk

Liquidity risk is the risk that the Company will encounter difficulty in meeting the obligations associated with its financial liabilities that are settled by delivering cash or another financial asset. The Company's approach to managing liquidity is to ensure, as far as possible, that it will have sufficient liquidity to meet its liabilities when they are due, under both normal and stressed conditions, without incurring unacceptable losses or risking damage to the Company's reputation.
Management monitors rolling forecasts of the Company's liquidity position and cash and cash equivalents on the basis of expected cash flows to ensure it has sufficient cash to meet operational needs. Such forecasting takes into consideration the Company's debt financing plans, covenant compliance and compliance with internal statement of financial position ratio targets. Usually the excess of funds is invested in short term mutual funds and fixed deposits. This is generally carried out in accordance with practice and limits set by the Company. These limits vary to take into account the liquidity of the market in which the Company operates.
The Cash flow with respect to project finances will be funded through internal accrual, loan from holding Company and from bank.

Financing arrangements

The Company has no undrawn borrowing facilities at the end of the reporting period.

Maturities of financial liabilities

The following are the remaining contractual maturities of financial liabilities at the reporting date. The amounts are gross and undiscounted contractual cash flow, and include contractual interest payments.

As at 31 March 2022

	Carrying amount	Total	Less than 1 years	1-3 years	More than 3 years
Borrowings	1,222.91	2,228.91	-	-	2,228.91
Trade payables	37.51	37.51	37.51	-	-
Other current financial liabilities	74.15	74.15	74.15	-	-
Liabilities attributable to assets held for sale	1,046.36	1,046.36	1,046.36	-	-
	2,380.93	**3,386.93**	**1,158.02**	**-**	**2,228.91**

As at 31 March 2021

	Carrying amount	Total	Less than 1 years	1-3 years	More than 3 years
Borrowings (including current maturities of long term debt)	1,198.72	1,988.27	131.76	431.54	1,424.97
Trade payables	9.04	9.04	9.04	-	-
Other current financial liabilities	176.97	176.97	176.97	-	-
	1,384.73	**2,174.28**	**317.77**	**431.54**	**1,424.97**

(iv) Market risk

Market risk is the risk that changes in market prices, such as foreign exchange rates, interest rates and equity prices, which will affect the Company's income or the value of its holdings of financial instruments. The objective of market risk management is to manage and control market risk exposures within acceptable parameters, while optimising the return. Market risk comprises of currency risk and interest rate risk. The Company is primarily exposed to fluctuation in interest rates.

Currency risk

The Company is exposed to currency risk to the extent that there is a mismatch between the currencies in which sales, purchases and borrowings are denominated and the respective functional currencies of transacting parties. The functional currency of the Company is ₹. Since the Company does not have any unhedged foreign currency exposure at the year end, it is not exposed to currency risk.

Summary of significant accounting policies and other explanatory notes for the year ended 31 March 2022 (cont'd)

(All amounts are in ₹ million, unless otherwise stated)

Summary of significant accounting policies and other explanatory notes for the year ended 31 March 2022 (cont'd)

(All amounts are in ₹ million, unless otherwise stated)

36 Financial instruments - fair value measurement and risk management (cont'd)

(iv) Market risk (cont'd)

Interest rate risk

Interest rate risk is the risk that the future cash flows of a financial instrument will fluctuate because of changes in market interest rates. The Company's exposure to the risk of changes in market interest rates relates primarily to its long-term debt obligations with floating interest rates.

Interest rate risk

Exposure to interest rate risk

The exposure of the Company's borrowing to interest rate at the end of the reporting period are as follows :-

	As at 31 March 2022	As at 31 March 2021
Floating rate borrowings		
Borrowings (including current maturities of long term borrowings and liabilities attributable to assets held for sale)	490.20	1,197.85
	490.20	**1,197.85**

A reasonably possible change of 50 basis points in interest rates at the reporting date would have increased (decreased) equity and profit or loss by the amounts shown below. This analysis assumes that all other variables remain constant.

	Impact on profit or loss		Impact on other components of equity	
	Year ended 31 March 2022	Year ended 31 March 2021	Year ended 31 March 2022	Year ended 31 March 2021
Increase by 50 base points	2.45	6.01	-	-
Decrease by 50 base points	(2.45)	(6.01)	-	-

Price risk

The Company's exposure to equity securities price risk arises from investments held by the group and classified in the balance sheet either as fair value through OCI or at fair value through profit or loss. To manage its price risk arising from investments in equity securities, the group diversifies its portfolio. Diversification of the portfolio is done in accordance with the limits set by the Company. The majority of the Company's equity investments are publicly traded and are included in the BSE and NSE index.

Sensitivity analysis – Equity price risk

-

	Impact on other components of equity	
	As at 31 March 2022	As at 31 March 2021
Increase by 10%	2.76	2.73
Decrease by 10%	(2.76)	(2.73)

Summary of significant accounting policies and other explanatory notes for the year ended 31 March 2022 (cont'd)

(All amounts are in ₹ million, unless otherwise stated)

37 Employee benefits obligations

A. Defined contribution plan

The Company has a defined benefit gratuity plan in India, governed by the Payment of Gratuity Act, 1972. The plan entitles an employee, who has rendered at least five years of continuous service, to gratuity at the rate of fifteen days wages for every completed year of service or part thereof in excess of six months, based on the rate of wages last drawn by the employee concerned.

The defined benefit plan for gratuity is administered by a single gratuity fund that is legally separate from the Company.

B. The amounts recognised in the Balance Sheet are as follow:

	As at 31 March 2022	As at 31 March 2021
Present value of the obligation at the end of the year	1.40	1.12
Fair value of plan assets as at the end of the year	2.56	2.58
Net assets recognised in the Balance Sheet	**(1.16)**	**(1.46)**
C. Reconciliation of the net defined benefit (asset)/ liability		
Reconciliation of present value of defined benefit obligation		
Balance at the beginning of the year	1.12	2.43
Service cost		
- Current service cost	0.30	0.38
Interest cost	0.07	0.10
Benefits paid	(0.17)	(1.88)
Actuarial losses recognized in Other comprehensive income		
- changes in financial assumptions	0.10	0.09
Balance at the year end	**1.42**	**1.12**
Reconciliation of the present value of plan assets		
Balance at the beginning of the year	2.58	1.38
Expected return on plan assets	0.17	0.09
Contributions paid into the plan	0.08	-
Employer direct benefit payments	-	1.88
Benefits paid	(0.17)	(1.88)
Actuarial gains/(losses)	(0.10)	1.11
Balance at the year end	**2.56**	**2.58**
C. (i) Expense recognized in profit or loss		-
Current service cost	0.30	0.38
Interest cost	0.07	0.10
Expected return on plan assets	(0.17)	(0.09)
	0.20	**0.39**
C. (ii) Remeasurements recognised in Other comprehensive income		-
Actuarial loss on defined benefit obligation	0.10	0.09
Actuarial (gain) loss on planned assets	0.10	(1.11)
	0.20	**(1.02)**

Summary of significant accounting policies and other explanatory notes for the year ended 31 March 2022 (cont'd)

(All amounts are in ₹ million, unless otherwise stated)

37 Employee benefits obligations (cont'd)

D. Plan assets

Plan assets comprise of the following:

	As at 31 March 2022	As at 31 March 2021
Fair value of plan assets	2.56	2.58
	2.56	**2.58**

E. Defined benefit obligations

(i) Actuarial assumptions

Financial assumptions		
Discount rate	7.11%	6.45%
Future salary growth	6%	6%
Attrition rate	5.00%	5.00%
Demographic assumptions		
Withdrawal rate	5.00%	5.00%
Retirement age	60	60

At 31 March 2022, the weighted-average duration of the defined benefit obligation was 9.31 years (31 March 2021: 8.96 years).

(ii) Sensitivity analysis

Reasonably possible changes at the reporting date to one of the relevant actuarial assumptions, holding other assumptions constant, would have reflected the defined benefit obligation as the amounts shown below.

-

	As at 31 March 2022		As at 31 March 2021	
	Increase	**Decrease**	**Increase**	**Decrease**
Discount rate (100 basis points movement)	1.40	1.41	1.11	1.13
Future salary growth (100 basis points movement)	1.41	1.40	1.13	1.11
Attrition rate (100 basis points movement)	1.40	1.41	1.12	1.12

Although the analysis does not take account of the full distribution of cash flows expected under the plan, it does provide an approximation of the sensitivity of the assumptions shown.

38 Details of inter-corporate loans (other than related party)

(a) Terms and conditions on which inter-corporate loans have been given

Party name	Interest rate	Repayment terms	Purpose
IDS Nest Business Solutions Private Limited	15%	Repayable on demand	General
Thrishul Developers	18%	Repayable on demand	General
Marickar Plantations Private Limited	18%	Repayable on demand	General

Reconciliation of inter-corporate loans given as at the beginning and as at the end of the year (apart from related party loans):

	As at 31 March 2022	As at 31 March 2021
IDS Nest Business Solutions Private Limited		
At the commencement of the year	0.50	0.50
Add: given during the year	-	-
Less: repaid during the year	-	-
At the end of the year	0.50	0.50
Thrishul Developers		
At the commencement of the year	11.83	17.00
Add: given during the year	-	-
Less: repaid during the year	-	(5.17)
At the end of the year	11.83	11.83
Provision created	(11.83)	(11.83)
At the commencement of the year	7.00	7.00
Add: given during the year	-	-
Less: repaid during the year	-	-
At the end of the year	7.00	7.00
Provision created	(7.00)	(7.00)

Summary of significant accounting policies and other explanatory notes for the year ended 31 March 2022 (cont'd)

(All amounts are in ₹ million, unless otherwise stated)

39 Discontinued Operations

i) During the financial year 2019-20, the management had discontinued hotel operations of the Company. Consequently, pursuant to the requirements of Ind AS 105 - *Non Current Assets Held for Sale and Discontinued Operations*, the Company had classified the assets and liabilities pertaining to the hotel business for the current and prior periods presented as 'Assets/ liabilities associated with discontinued operations' and measured them at lower of cost and fair value as at 31 March 2022.

The net profit/(loss) from the hotel operations of the Mac Charles (India) Limited has been presented separately as 'Discontinued operations' in the statement of profit and loss.

ii) **The results from Hotel operations of the Company are as follows :**

	Year ended 31 March 2022	Year ended 31 March 2021
Income		
a) Revenue from operations	-	-
b) Other income	-	1.66
Total income (a+b)	**-**	**1.66**
Expenses		
a) Cost of material consumed	-	-
b) Maintenance and upkeep services	-	-
c) Employee benefit expense #	-	5.95
d) Finance costs	-	-
d) Depreciation and amortization expense	-	-
e) Other expenses	-	4.87
Total expenses (a+b+c+d+e)	**-**	**10.82**
Loss before tax	**-**	**(9.16)**
Tax expense	-	-
Loss from discontinued operations after tax	**-**	**(9.16)**

Included employee termination benefits ₹ Nil (31 March 2021: ₹5.95 million) incurred to meet termination settlement benefit expenses for employees of the discontinued hotel operations.

iii) **The assets and liabilities from Hotel business are as follows :**

	As at 31 March 2022	As at 31 March 2021
ASSETS		
Non-current assets		
Property, plant and equipment	-	7.97
Current assets		
Financial assets		
- Other financial assets	-	0.16
Disposal group - assets held for sale	**-**	**8.13**
LIABILITIES		
Current liabilities		
Financial liabilities		
- Other financial liabilities	6.21	41.62
Other current liabilities	0.60	0.60
Disposal group - liabilities directly associated with assets held for sale	**6.81**	**42.22**

Summary of significant accounting policies and other explanatory notes for the year ended 31 March 2022 (cont'd)

(All amounts are in ₹ million, unless otherwise stated)

39 Discontinued Operations (continued)

In accordance with Ind AS 105 - 'Non-current Assets Held for Sale and Discontinued Operations', the Management is required to assess the "recoverable amount" of the Hotel business and also to evaluate whether there is any need to provide for an impairment loss. Management is confident that they will be able to sell these assets to third parties at net selling prices which would exceed their carrying amounts and, accordingly, believe that no additional provision is required for impairment as at 31 March 2022.

iv The net cash flows from Hotel business is as follows :

	Year ended 31 March 2022	Year ended 31 March 2021
Loss before tax from discontinuing operations	-	(9.16)
Adjustments:		
- Loss on sale of property, plant and equipment	-	4.65
- Others	-	(1.66)
	-	**(6.17)**
Working capital adjustments:		
- Trade receivables	-	1.14
- Current and non-current financial assets	0.16	1.34
- Current and non-current financial liabilities	(35.41)	(65.79)
- Other current and non-current liabilities	-	(0.29)
Cash used in operating activities	**(35.25)**	**(69.77)**
Income taxes paid	-	-
Net cash used in operating activities [A]	**(35.25)**	**(69.77)**
Net cash used in investing activities [B]		
Proceeds from sale of property, plant and equipment	**7.97**	**20.59**
Net cash used in financing activities [C]	-	-
Decrease in cash and cash equivalents [A+B+C]	**(27.28)**	**(49.18)**

Summary of significant accounting policies and other explanatory notes for the year ended 31 March 2022 (cont'd)

(All amounts are in ₹ million, unless otherwise stated)

40 A) Ratios

Particulars	Numerator	Denominator	31 March 2022	31 March 2021	Variance
Current Ratio	Current Asset	Current Liabilities	0.95	2.96	-68%
Debt equity ratio	Debt	Networth	0.43	0.41	3%
Debt Service coverage ratio	Profit before exceptional items	Finance cost + Principal repayment made for Non-current borrowings and Non-current lease liabilities	1.61	1.25	28%
Return on equity	Profit after tax	Average Shareholders' funds (Total equity)	0.28	0.00	7434%
Inventory turnover ratio	Sale of goods	Average Inventories of Finished stock	-	-	-
Trade receivables turnover ratio	Sale of goods/services	Average Gross Trade receivables (before provision)	20.71	26.39	-22%
Trade payables turnover ratio	Cost of materials consumed + Purchases of stock-in-trade + Changes in inventories of finished goods, work-in-progress and stock- in-trade + Other expenses	Average Trade payables	-	-	-
Net capital turnover ratio	Sale of goods	Current assets less current liabilities (excluding current maturity of Noncurrent borrowing and non-current lease liabilities)	0.22	0.32	-31%
Net profit ratio	Net Profit for the period	Total Income	81%	4%	1944%
Return on capital employed	Profit before exceptional items, tax and finance cost	Networth + Debt + Deferred tax liability	0.21	0.03	641%
Return on investment	Interest income from financial assets carried at amortised cost + Net gain on financial asset measured at fair value through profit and loss	Average (Non-current Investments + Current investments + Non-current loans receivable + Current loans receivable - Investments in equity instruments of subsidiaries)	0.03	0.00	729%

*Basis change in current liability and classification of borrowings (HDFC loan) to liability associated with assets held for sale.

#Basis change in profit .

$Basis loan given to newly acquired subsidiary.

^Basis change in profit and debt repayment.

Summary of significant accounting policies and other explanatory notes for the year ended 31 March 2022 (cont'd)

(All amounts are in ₹ million, unless otherwise stated)

B. Reconciliation of movements of liabilities to cash flow arising from financing activities

Particulars	Liability		Equity					
	Loans	Debenture	Share Capital	General reserves	Retained earnings	Fair value of equity instruments	Remeasurements of defined benefit liability	Total
Balance as at 31 March 2021	**1204.38**	**-**	**131.01**	**2,244.80**	**534.06**	**(1.69)**	**3.21**	**4,115.77**
Proceeds from borrowings	-	1,249.00	-	-		-		1,249.00
Transaction costs related to borrowings	-	(145.00)	-	-		-		(145.00)
Repayment of borrowings	(710.39)	-	-	-		-	-	(710.39)
Dividend paid	-	-	-	-		-	-	-
Total changes from financing activities	**(710.39)**	**1,104.00**	**-**	**-**	**-**	**-**	**-**	**393.61**
Other changes:-								
Liability-related								
Interest expense	59.50	118.91	-	-	-	-	-	178.41
Interest paid	(61.66)	-	-	-	-	-	-	(61.66)
Total liability related other changes	**(2.16)**	**118.91**	**-**	**-**	**-**	**-**	**-**	**116.75**
Total equity related other changes	**-**	**-**	**-**	**-**	**1,110.32**	**1.52**	**(2.10)**	**1,109.74**
Forfeiture of Shares	-	-	-	-		-	-	-
Balance as at 31 March 2022	**491.83**	**1,222.91**	**131.01**	**2,244.80**	**1,644.38**	**(0.17)**	**1.11**	**5,735.87**

Reconciliation of movements of liabilities to cash flow arising from financing activities

Particulars	Liability		Equity					
	Loans	Debenture	Share Capital	General reserves	Retained earnings	Fair value of equity instruments	Remeasurements of defined benefit liability	Total
Balance as at 31 March 2020	**1207.73**	**-**	**131.01**	**2,244.80**	**523.39**	**(3.69)**	**4.23**	**4,107.47**
Proceeds from borrowings	-		-	-		-		-
Transaction costs related to borrowings	-		-	-		-		-
Repayment of borrowings	(21.72)	-	-	-		-	-	(21.72)
Dividend paid	-	-	-	-		-	-	-
Total changes from financing activities	**(21.72)**	**-**	**-**	**-**	**-**	**-**	**-**	**(21.72)**
Other changes:-								
Liability-related								
Interest expense	102.65		-	-	-	-	-	102.65
Interest paid	(84.28)	-	-	-	-	-	-	(84.28)
Total liability related other changes	**18.37**	**-**	**-**	**-**	**-**	**-**	**-**	**18.37**
Total equity related other changes	**-**	**-**	**-**	**-**	**10.67**	**2.00**	**(1.02)**	**11.65**
Forfeiture of Shares	-	-	-	-				-
Balance as at 31 March 2021	**1,204.38**	**-**	**131.01**	**2,244.80**	**534.06**	**(1.69)**	**3.21**	**4,115.77**

Summary of significant accounting policies and other explanatory notes for the year ended 31 March 2022 (cont'd)

(All amounts are in ₹ million, unless otherwise stated)

41 Assets held for sale

Management has committed to sell tangible assets of the Company in Kochi, Embassy Habitat ,Bringhton court and Alpha property in cessna business park. Accordingly, the same is presented as a disposal group held for sale. Efforts to sell the disposal group have started and a sale is expected to be completed in FY 2022-23.

A. Impairment losses relating to the disposal group

There is no impairment loss of the assets held for sale have been applied to reduce the lower of its carrying amount and its fair value less costs to sell.

B. Assets held for sale and liabilities directly associated with assets

At 31 March 2022, the assets held for sale was stated at lower of its carrying amount and its fair value less costs to sell comprised the following.

-

	As at 31 March 2022	As at 31 March 2021
Assets held for sale		
Building	48.29	50.87
Investment Property	316.35	-
Land	-	388.89
Security deposits	1.97	-
Margin money deposit	19.40	-
	386.01	**439.76**
Liabilities classified as held for sale		
Borrowing (current maturities of long term borrowings)	490.20	-
Interest accrued but not due	1.63	-
Trade payable	1.32	-
Security deposits	57.41	-
Capital advance	495.80	-
	1,046.36	**-**

C. Cumulative income or expenses included in other comprehensive income

There are no cumulative income or expenses included in other comprehensive income relating to the disposal group.

D. Measurement of fair values

Fair value is determined by independent valuer for these assets held under sale.

42 In accordance with Ind AS 108, Operating segments, segment information has been provided in the consolidated financial statements of the Company and therefore no separate disclosure on segment information is given in the standalone financials statements.

43 No funds have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the Company to or in any other persons or entities, including foreign entities ("Intermediaries") with the understanding whether recorded in writing or that Intermediary shall lend or invest in party identified by or on behalf of Company (Ultimate Beneficiaries).The Company has not received any fund from any partys (Funding party) with the understanding that the Company shall whether, directly or indirectly lend or invest in other persons or entities identified by or on behalf of the Company ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.

Summary of significant accounting policies and other explanatory notes for the year ended 31 March 2022 (cont'd)
(All amounts are in ₹ million, unless otherwise stated)

44 Additional information as required under paragraph 5 of Part II of the Schedule III to the Act, to the extent either "Nil" or "Not applicable" has not been furnished.

45 Previous year's comparatives have been regrouped wherever necessary to conform to the current year's presentation.

As per our report of even date

For Walker Chandiok & Co LLP
Chartered Accountants
Firm Registration No.: 001076N/N500013

Sd/-

Ashish Kedia
Partner
Membership No. 215834

Place: Bengaluru
Date: 30 May 2022

For and on behalf of the Board of Directors of
Mac Charles (India) Limited

Sd/-	Sd/-
P B Appiah	**P R Ramakrishnan**
Director	*Director*
DIN: 00215646	DIN: 00055416
Sd/-	Sd/-
Chandana Naidu	**Pranesha K Rao**
Company Secretary	*Chief Financial Officer*
ACS No. 25570	

Place: Bengaluru
Date: 30 May 2022

Independent Auditor's Report

To the Members of Mac Charles (India) Limited

Report on the Audit of the Consolidated Financial Statements

Opinion

1. We have audited the accompanying consolidated financial statements of Mac Charles (India) Limited ('the Holding Company') and its subsidiaries (the Holding Company and its subsidiaries together referred to as 'the2. Group'), as listed in Annexure I, which comprise the Consolidated Balance Sheet as at 31 March 2022, the Consolidated Statement of Profit and Loss (including Other Comprehensive Income), the Consolidated Statement of Cash Flows, the Consolidated Statement of Changes in Equity for the year then ended, and a summary of the significant accounting policies and other explanatory information.

2. In our opinion and to the best of our information and according to the explanations given to us and based on the3. consideration of the reports of the other auditors on separate financial statements and on the other financial4. information of the subsidiary the aforesaid consolidated financial statements give the information required by the Companies Act, 2013 ('the Act') in the manner so required and give a true and fair view in conformity with the Indian Accounting Standards ('Ind AS') specified under Section 133 of the Act, read with the Companies (Indian Accounting Standards) Rules, 2015, and other accounting principles generally accepted in India of the consolidated state of affairs of the Group, as at 31 March 2022, and their consolidated profit (including other comprehensive income), consolidated cash flows and the consolidated changes in equity for the year ended on that date.

Basis for Opinion

3. We conducted our audit in accordance with the Standards on Auditing specified under Section 143(10) of the Act. Our responsibilities under those standards are further described in the Auditor's Responsibilities for the Audit of the Consolidated Financial Statements Section of our report. We are independent of the Group in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India ('ICAI') together with the ethical requirements that are relevant to our audit of the consolidated financial statements under the provisions of the Act and the rules thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the Code of Ethics. We believe that the audit evidence we have obtained together with the audit evidence obtained by the other auditors in terms of their reports referred to in paragraph 15 of the Other Matters Section below, is sufficient and appropriate to provide a basis for our opinion.

Key Audit Matters

4. Key audit matters are those matters that, in our professional judgment and based on the consideration of the reports of the other auditors on separate financial statements and on the other financial information of the subsidiaries, were of most significance in our audit of the consolidated financial statements of the current period. These matters were addressed in the context of our audit of the consolidated financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters.

5. We have determined the matter described below to be the key audit matters to be communicated in our report.

Key audit matter	**How our audit addressed the key audit matter**
Accounting treatment of borrowings and compliance with covenants Refer note 21 to the consolidated financial statements for borrowings obtained during the year and outstanding as at 31 March 2022 and refer note 3.9 and 3.18 for the related accounting policy. As at 31 March 2022, the carrying value of borrowings amounts to ₹ 1,713.11 million which includes Non-Convertible Debentures (NCDs) amounting to ₹ 1,222.91 million and term loan	Our audit procedures, included, but were not limited, to the following: • Evaluated the appropriateness of accounting policy for borrowings in terms of principles enunciated under Ind AS, including Ind AS 109 and Ind AS 23; • Evaluated the design and implementation of Company's key financial controls in respect of recognition of borrowing costs and compliance with covenants and tested the operating

from bank amounting to ₹ 490.20 million. During the current year, the group has issued NCDs to finance its upcoming real estate projects. Significant transaction costs were incurred towards raising such funds accounted for using the effective interest method given under Ind AS 109, Financial instruments (‘Ind AS 109’). The interest cost incurred by the group on aforesaid NCDs have been capitalized as cost of construction of the real estate projects for which such specific borrowings have been obtained in accordance with the principles of Ind AS 23, Borrowing Costs (‘Ind AS 23’). Further, as per the terms of the related debenture deeds, the group is required to comply with certain debt covenants including on debt coverage and ‘Loan to Value’ ratios that require the management to perform a fair valuation of assets pledged as security at end of each reporting period and requires determination and reporting of the financial information of the Guarantor. Considering the significance of amount of borrowings and transaction costs, which required considerable audit efforts to test the accounting treatment of such borrowings, subjectivity involved in estimation of fair value of assets and determination of financial information of the Guarantor used for debt covenant compliance testing, we have identified this as a key audit matter in the current year audit.	effectiveness of such controls throughout the year; • Obtained and read the agreements for issuance of borrowings and evaluated the terms and conditions as relevant to ensure appropriateness of the accounting treatment; • Reviewing the amortisation schedules and performed re-computation based on the effective interest method as per Ind AS 109. • Verified compliance of debt covenants as specified in borrowing agreements. • Involved valuation specialists as auditor’s experts to assist in evaluating the appropriateness of key assumptions used for fair valuation of assets used for aforesaid debt covenant testing. • Obtained the financial information of the Guarantor from management to ensure that specific debt covenant in this respect is complied with. • Assessed the maturity profile of the borrowings to evaluate the classification and disclosure of borrowings as per applicable accounting standards.

5.

Information other than the Consolidated Financial Statements and Auditor’s Report thereon

6. The Holding Company’s Board of Directors are responsible for the other information. The other information comprises the information included in the Annual Report but does not include the consolidated financial statements and our auditor’s report thereon.

Our opinion on the consolidated financial statements does not cover the other information and we do not express any form of assurance conclusion thereon.

In connection with our audit of the consolidated financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the consolidated financial statements or our knowledge obtained in the audit or otherwise appears to be materially misstated. If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

Responsibilities of Management and Those Charged with Governance for the Consolidated Financial Statements

18. 7. The accompanying consolidated financial statements have been approved by the Holding Company’s Board of Directors. The Holding Company’s Board of Directors are responsible for the matters stated in Section 134(5) of the Act with respect to the preparation and presentation of these consolidated financial statements that give a true and fair view of the consolidated financial position, consolidated financial performance including other

comprehensive income, consolidated changes in equity and consolidated cash flows of the Group in accordance with the Ind AS specified under Section 133 of the Act read with the Companies (Indian Accounting Standards) Rules, 2015, and other accounting principles generally accepted in India. The respective Board of Directors of the companies included in the Group are responsible for maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of the Group and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error, which have been used for the purpose of preparation of the consolidated financial statements by the Board of Directors of the Holding Company, as aforesaid.

8. In preparing the consolidated financial statements, the respective Board of Directors of the companies included in the Group are responsible for assessing the ability of the Group to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless the Board of Directors either intend to liquidate the Group or to cease operations, or has no realistic alternative but to do so.

9. Those respective Board of Directors are also responsible for overseeing the financial reporting process of the companies included in the Group.

Auditor's Responsibilities for the Audit of the Consolidated Financial Statements

10. Our objectives are to obtain reasonable assurance about whether the consolidated financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance but is not a guarantee that an audit conducted in accordance with Standards on Auditing will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these consolidated financial statements.

11. As part of an audit in accordance with Standards on Auditing specified under Section 143(10) of the Act, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the consolidated financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control;

- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under Section 143(3)(i) of the Act we are also responsible for expressing our opinion on whether the Holding Company has adequate internal financial controls system with reference to financial statements in place and the operating effectiveness of such controls;
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management;

- Conclude on the appropriateness of Board of Directors' use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the ability of the Group to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Group to cease to continue as a going concern; and

- Evaluate the overall presentation, structure and content of the financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

- Obtain sufficient appropriate audit evidence regarding the financial information of the entities within the Group, to express an opinion on the consolidated financial statements. We are responsible for the direction, supervision and performance of the audit of financial statements of such entities included in the financial statements, of which we are the independent auditors. For the other entities included in the financial statements, which have been audited by the other auditors, such other auditors remain responsible for the direction, supervision and performance of the audits carried out by them. We remain solely responsible for our audit opinion.

12. We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

13. We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

14. From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the financial statements of the current period and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

Other Matter

15. We did not audit the financial statements of one subsidiary, whose financial statements reflect total assets of ₹ 721.13 million and net assets of ₹ 366.31 million as at 31 March 2022, total revenues ₹ Nil and net cash inflows amounting to ₹ 398.62 million for the year ended on that date, as considered in the consolidated financial statements. These financial statements have been audited by other auditors whose report has been furnished to us by the management and our opinion on the consolidated financial statements, in so far as it relates to the amounts and disclosures included in respect of this subsidiary, and our report in terms of Sub-Section (3) of Section 143 of the Act in so far as it relates to the aforesaid subsidiary, is based solely on the reports of the other auditors.

    Our opinion above on the consolidated financial statements, and our report on other legal and regulatory requirements below, are not modified in respect of the above matters with respect to our reliance on the work done by and the reports of the other auditors.

We did not audit the financial statements of one subsidiary which ceased to be subsidiary w.e.f 21 March 2022, whose financial statements reflect total assets of ₹ Nil and net assets of ₹ Nil as at 31 March 2022, total revenues of ₹ 45.36 million and net cash inflows amounting to ₹ Nil for the year ended on that date, as considered in the consolidated financial statements. These financial statements are unaudited and have been furnished to us by the management and our opinion on the consolidated financial statements, in so far as it relates to the amounts and disclosures included in respect of the aforesaid subsidiary is based solely on such unaudited financial statements. In our opinion and according to the information and explanations given to us by the management, these financial statements are not material to the Group

Our opinion above on the consolidated financial statements, and our report on other legal and regulatory requirements below, are not modified in respect of the above matter with respect to our reliance on the financial statements certified by the management.

Report on Other Legal and Regulatory Requirements

16. As required by Section 197(16) of the Act based on our audit and on the consideration of the reports of the other auditor, referred to in paragraph 15, on separate financial statements of the subsidiaries, we report that the Holding Company and its subsidiary companies have paid remuneration to their respective directors during the year in accordance with the provisions of and limits laid down under Section 197 read with Schedule V to the Act.
17. As required by clause (xxi) of paragraph 3 of Companies (Auditor's Report) Order, 2020 ('the Order') issued by the Central Government of India in terms of Section 143(11) of the Act based on the consideration of the Order reports issued by us and by the respective other auditors as mentioned in paragraph 15 above, of companies included in the consolidated financial statements and covered under the Act we report that there are no qualifications or adverse remarks reported in the respective Order reports of such companies.
18. As required by Section 143(3) of the Act, based on our audit and on the consideration of the report of the other auditor on separate financial statements and other financial information of the subsidiaries, we report, to the extent applicable, that:

a) we have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purpose of our audit of the aforesaid consolidated financial statements;

b) in our opinion, proper books of account as required by law relating to preparation of the aforesaid consolidated financial statements have been kept so far as it appears from our examination of those books and the reports of the other auditors;

c) the consolidated financial statements dealt with by this report are in agreement with the relevant books of account maintained for the purpose of preparation of the consolidated financial statements;

d) in our opinion, the aforesaid consolidated financial statements comply with Ind AS specified under Section 133 of the Act read with the Companies (Indian Accounting Standards) Rules, 2015;

e) on the basis of the written representations received from the directors of the Holding Company and taken on record by the Board of Directors of the Holding Company, and the reports of the statutory auditors of its subsidiary companies, covered under the Act, none of the directors of the Group companies are disqualified as on 31 March 2022 from being appointed as a director in terms of Section 164(2) of the Act.

f) with respect to the adequacy of the internal financial controls with reference to financial statements of the Holding Company, and its subsidiary companies covered under the Act, and the operating effectiveness of such controls, refer to our separate report in 'Annexure II' wherein we have expressed an unmodified opinion; and

g) with respect to the other matters to be included in the Auditor's Report in accordance with rule 11 of the Companies (Audit and Auditors) Rules, 2014 (as amended), in our opinion and to the best of our information and according to the explanations given to us and based on the consideration of the report of the other auditors on separate financial statements and other financial information of the subsidiaries:

i) There were no pending litigations as at 31 March 2022 which would impact the consolidated financial position of the Group;

ii) The Holding Company and its subsidiary companies did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses as at 31 March 2022;

iii) There has been no delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by the Holding Company and its subsidiary companies during the year ended 31 March 2022;

iv)

a. The respective managements of the Holding Company and its subsidiary companies, whose financial statements have been audited under the Act have represented to us and the other auditors of such subsidiaries respectively that, to the best of their knowledge and belief , as disclosed in note 45 to the consolidated financial statements, no funds have been advanced or loaned or invested (either from borrowed funds or securities premium or any other sources or kind of funds) by the Holding Company or its subsidiary companies to or in any persons or entities, including foreign entities ('the intermediaries'), with the understanding, whether recorded in writing or otherwise, that the intermediary shall, whether, directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Holding Company, or any such subsidiary companies ('the Ultimate Beneficiaries') or provide any guarantee, security or the like on behalf the Ultimate Beneficiaries;

b. The respective managements of the Holding Company and its subsidiary companies, whose financial statements have been audited under the Act have represented to us and the other auditors of such subsidiaries that, to the best of their knowledge and belief, as disclosed in the note 45 to the accompanying consolidated financial statements, no funds have been received by the Holding Company or its subsidiary companies from any persons or entities, including foreign entities ('the Funding Parties'), with the understanding, whether recorded in writing or otherwise, that the Holding Company, or any such subsidiary companies shall, whether directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party ('Ultimate Beneficiaries') or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries; and

c. Based on such audit procedures performed by us and that performed by the auditors of the subsidiaries, as considered reasonable and appropriate in the circumstances, nothing has come to our notice that has caused us to believe that the management representations under sub-clauses (a) and (b) above contain any material misstatement.

v) The Holding Company and its subsidiary companies have not declared or paid any dividend during the year ended 31 March 2022.

For **Walker Chandiok & Co LLP**
Chartered Accountants
Firm's Registration No.: 001076N/N500013

Sd/-
Ashish Kedia
Partner
Membership No.: 215834
UDIN: 22215834ALGFKO6392

Place: Bangalore
Date: 30 May 2022

Annexure I

List of entities included in the statement

Entity	Relationship
Airport Golfiew Hotels and Suits Private Limited	Subsidiary (till 21 March 2022)
Blue Lagoon Real Estates Private Limited	Subsidiary
Neptune Real Estates Private Limited	Subsidiary
Mac Charles Hub Projects Private Limited (formerly known as Embassy Industrial Parks Bhiwandi Private Limited)	Subsidiary

Annexure II to the Independent Auditor's Report of even date to the members of Mac Charles (India) Limited on the consolidated financial statements for the year ended 31 March 2022.

Independent Auditor's Report on the internal financial controls with reference to financial statements under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 ('the Act')

1. In conjunction with our audit of the consolidated financial statements of Mac Charles (India) Limited ('the Holding Company') and its subsidiaries (the Holding Company and its subsidiaries together referred to as 'the Group'), as at and for the year ended 31 March 2022, we have audited the internal financial controls with reference to financial statements of the Holding Company and its subsidiary companies, which are companies covered under the Act, as at that date.

Responsibilities of Management and Those Charged with Governance for Internal Financial Controls

2. The respective Board of Directors of the Holding Company and its subsidiary companies, which are companies covered under the Act, are responsible for establishing and maintaining internal financial controls based on the internal financial controls with reference to financial statements criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls over Financial Reporting issued by the Institute of Chartered Accountants of India. These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating

effectively for ensuring the orderly and efficient conduct of the Company’s business, including adherence to the Company’s policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Act.

Auditor’s Responsibility for the Audit of the Internal Financial Controls with Reference to Financial Statements

3. Our responsibility is to express an opinion on the internal financial controls with reference to financial statements of the Holding Company and its subsidiary companies, as aforesaid, based on our audit. We conducted our audit in accordance with the Standards on Auditing issued by the Institute of Chartered Accountants of India (‘ICAI’) prescribed under Section 143(10) of the Act, to the extent applicable to an audit of internal financial controls with reference to financial statements, and the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting (‘the Guidance Note’) issued by the ICAI. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls with reference to financial statements were established and maintained and if such controls operated effectively in all material respects.
4. Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls with reference to financial statements and their operating effectiveness. Our audit of internal financial controls with reference to financial statements includes obtaining an understanding of such internal financial controls, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor’s judgement, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.
5. We believe that the audit evidence we have obtained and the audit evidence obtained by the other auditors in terms of their reports referred to in the Other Matter paragraph below, is sufficient and appropriate to provide a basis for our audit opinion on the internal financial controls with reference to financial statements of the Holding Company and its subsidiary companies as aforesaid.

Meaning of Internal Financial Controls with Reference to Financial Statements

6. A Company's internal financial controls with reference to financial statements is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A Company's internal financial controls with reference to financial statements include those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the Company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the Company are being made only in accordance with authorisations of management and directors of the Company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorised acquisition, use, or disposition of the Company's assets that could have a material effect on the financial statements.

Inherent Limitations of Internal Financial Controls with Reference to Financial Statements

7. Because of the inherent limitations of internal financial controls with reference to financial statements, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls with reference to financial statements to future periods are subject to the risk that the internal financial controls with reference to financial statements may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Opinion

8. In our opinion and based on the consideration of the reports of the other auditors on internal financial controls with reference to financial statements of the subsidiary Company, the Holding Company and its subsidiary companies, which are companies covered under the Act, have in all material respects, adequate internal financial controls with reference to financial statements and such controls were operating effectively as at 31 March 2022, based on the internal financial

controls with reference to financial statements criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls over Financial Reporting issued by the Institute of Chartered Accountants of India.

Other Matter

9. We did not audit the internal financial controls with reference to financial statements in so far as it relates to one subsidiary Company, which is a Company covered under the Act, whose financial statements reflect total assets of ₹ 721.13 million and net assets of ₹ 366.31 million as at 31 March 2022, total revenues of ₹ Nil and net cash inflows amounting to ₹ 398.61 million for the year ended on that date, as considered in the consolidated financial statements. The internal financial controls with reference to financial statements in so far as it relates to such subsidiary Company have been audited by other auditors whose report has been furnished to us by the management and our report on the adequacy and operating effectiveness of the internal financial controls with reference to financial statements for the Holding Company and its subsidiary companies, as aforesaid, under Section 143(3)(i) of the Act in so far as it relates to such subsidiary Company is based solely on the reports of the auditors of such companies. Our opinion is not modified in respect of this matter with respect to our reliance on the work done by and on the reports of the other auditors.

For **Walker Chandiok & Co LLP**
Chartered Accountants
Firm's Registration No.: 001076N/N500013

Sd/-
Ashish Kedia
Partner
Membership No.: 215834
UDIN: 22215834ALGFKO6392

Place: Bengaluru
Date: 30 May 2022

Consolidated Balance Sheet as at 31 March 2022

(All amounts are in ₹ million, unless otherwise stated)

	Notes	As at 31 March 2022	As at 31 March 2021
ASSETS			
Non-current assets			
Property, plant and equipment	4	240.29	265.13
Investment property	5	407.56	1,198.47
Investment property under development	6	350.82	77.01
Goodwill	7	-	71.94
Financial assets			
- Investments	8	6.94	4.91
- Other financial assets	9	6.54	29.62
Income-tax assets, net	10	43.95	29.48
Deferred tax assets (net)	33	2.19	-
Other non-current assets	11	1,686.74	64.02
Total non-current assets		**2,745.03**	**1,740.58**
Current assets			
Financial assets			
- Investment	12	58.60	22.79
- Trade receivables	13	13.45	7.79
- Cash and cash equivalents	14	944.80	9.50
- Bank balances other than cash and cash equivalents	15	102.01	26.32
- Loans	16	1.02	0.72
- Other financial assets	17	0.04	0.34
Other current assets	18	2.51	6.71
Total current assets		**1,122.43**	**74.17**
Assets held for sale	41	386.01	439.75
Disposal group - assets held for sale	40	-	57.63
Total assets		**4,253.47**	**2,312.13**
EQUITY AND LIABILITIES			
Equity			
Equity share capital	19	131.01	131.01
Other equity	20	1,726.29	643.72
Total equity		**1,857.30**	**774.73**
Liabilities			
Non-current liabilities			
Financial liabilities			
- Borrowings	21	1,222.91	1,168.06
Total non-current liabilities		**1,222.91**	**1,168.06**
Current liabilities			
Financial liabilities			
- Borrowings	22	-	30.66
- Trade payables			
Total outstanding dues to micro enterprises and small enterprises	23	-	-
Total outstanding dues of creditors other than micro enterprises and small enterprises		38.65	17.84
- Other financial liabilities	24	74.40	172.73
Current provisions	25	0.60	1.33
Other current liabilities	26	6.45	89.94
Total current liabilities		**120.10**	**312.50**
Disposal group - liabilities directly associated with assets held for sale	40	6.80	56.84
Liabilities directly associated with assets held for sale	41	1,046.36	-
Total equity and liabilities		**4,253.47**	**2,312.13**
Summary of significant accounting policies	3		

The accompanying notes referred to above form an integral part of these consolidated financial statements.

As per our report of even date attached

For **Walker Chandiok & Co LLP**
Chartered Accountants
Firm registration number : 001076N/N500013

Sd/-
Ashish Kedia
Partner
Membership No : 215834

Place: Bengaluru
Date:30 May 2022

For and on behalf of the Board of Directors of
Mac Charles (India) Limited

Sd/-	Sd/-
P B Appiah	**P R Ramakrishnan**
Director	Director
DIN: 00215646	DIN : 00055416
Sd/-	Sd/-
Chandana Naidu	**Pranesha K Rao**
Company Secretary	Chief Financial Officer
ACS No. 25570	

Place: Bengaluru
Date:30 May 2022

Consolidated Statement of Profit and Loss for the year ended 31 March 2022

(All amounts are in ₹ million, unless otherwise stated)

	Notes	Year ended 31 March 2022	Year ended 31 March 2021
Income			
Revenue from operations	27	219.77	230.91
Other income	28	938.43	38.93
Total income		**1,158.20**	**269.84**
Expenses			
Employee benefits expense	29	14.75	21.31
Finance costs	30	59.58	103.91
Depreciation and amortization expense	31	26.36	35.53
Other expenses	32	122.00	88.24
Total expenses		**222.69**	**248.99**
Profit from continuing operation before taxes		**935.51**	**20.85**
Tax expense:			
- Current tax	33	(12.42)	(2.72)
- Deferred tax	33(e)	1.99	-
Profit from continuing operations (after tax)		**925.08**	**18.13**
Discontinued operations:			
Profit/ (loss) from discontinued operations		**218.94**	**(12.86)**
Tax expenses			
- Current tax		(32.90)	-
- Deferred tax		-	-
Profit/ (loss) from discontinued operations (after tax)		**186.04**	**(12.86)**
Profit for the year		**1,111.12**	**5.27**
Other comprehensive income:			
Items that will not be reclassified to profit or loss:			
- Remeasurements of defined benefit asset		(2.10)	(1.02)
- Equity instruments through Other Comprehensive Income - net changes in fair value		1.52	2.00
Other comprehensive income for the year, net of income taxes		**(0.58)**	**0.98**
Total comprehensive income for the year		**1,110.54**	**6.25**
Earnings per equity share: (for continuing operations):			
- Basic (₹)	20.2	70.61	1.38
- Diluted (₹)	20.2	70.61	1.38
Earnings per equity share (for discontinued operations):			
- Basic (₹)	20.2	14.20	(0.98)
- Diluted (₹)	20.2	14.20	(0.98)
Earnings per equity share (for discontinued and continuing operations):			
- Basic (₹)	20.2	84.81	0.40
- Diluted (₹)	20.2	84.81	0.40
Summary of significant accounting policies	3		

The accompanying notes referred to above form an integral part of these consolidated financial statements.

As per our report of even date attached

For **Walker Chandiok & Co LLP**
Chartered Accountants
Firm registration number : 001076N/N500013

Sd/-
Ashish Kedia
Partner
Membership No : 215834

Place: Bengaluru
Date:30 May 2022

For and on behalf of the Board of Directors of
Mac Charles (India) Limited

Sd/-	Sd/-
P B Appiah	**P R Ramakrishnan**
Director	Director
DIN: 00215646	DIN : 00055416
Sd/-	Sd/-
Chandana Naidu	**Pranesha K Rao**
Company Secretary	Chief Financial Officer
ACS No. 25570	

Place: Bengaluru
Date:30 May 2022

Consolidated Statement of Cash Flows for the year ended 31 March 2022

(All amounts are in ₹ million, unless otherwise stated)

	Year ended 31 March 2022	Year ended 31 March 2021
Cash flows from operating activities		
Profit before tax from continuing operations	935.51	20.85
Profit/ (loss) before tax from discontinuing operations	218.94	(12.86)
Adjustments:		
- Interest income	(3.99)	(3.23)
- Profit on sale of property, plant and equipment, net	(909.54)	(25.75)
- Interest expense (including fair value change in financial instruments)	59.50	103.94
- Reversal of provision for doubtful advances	(21.47)	-
- Depreciation and amortization expenses	28.24	37.76
- Profit on sale of investments in subsidiary,net	(215.17)	-
- Others	(3.00)	(7.38)
Operating cash flow before working capital changes	**89.02**	**113.33**
Working capital adjustments:		
- Trade receivables	(5.69)	3.98
- Inventories	1.45	(0.83)
- Current and non-current financial assets	4.48	9.33
- Other current and non-current assets	(172.82)	(10.64)
- Current and non-current financial liabilities	(25.90)	(48.31)
- Provisions	(0.73)	(2.84)
- Other current and non-current liabilities	(7.45)	0.92
Cash generated from operating activities	(117.64)	64.93
Income taxes (paid)/ refund	(59.66)	7.37
Net cash generated from operating activities [A]	**(177.30)**	**72.30**
Cash flows from investing activities		
Acquisition of property, plant and equipment and investment property	(1,622.92)	(114.42)
Proceed from sale of investments in subsidiaries, net of cash given	286.72	-
Investment in subsidiaries	(0.10)	-
Proceeds from sale of property, plant and equipment	1,719.20	51.55
Advance for sale of capital assets	495.80	85.88
Investment in fixed deposits	(3,155.10)	-
Proceed from maturity of fixed deposit	3,075.00	1.00
Purchase of investments	(492.70)	-
Proceeds from sale of investments	455.07	2.29
Interest received	3.82	3.23
Net cash generated from investing activities [B]	**764.79**	**29.53**
Cash flows from financing activities		
Proceeds from issuance of Non- convertible debentures	1,104.00	-
Proceeds from borrowings	15.00	-
Repayment of borrowings	(710.40)	(21.72)
Interest paid	(61.79)	(84.39)
Net cash generated/ (used in) from financing activities [C]	**346.81**	**(106.11)**
Increase/ (decrease) in cash and cash equivalents [A+B+C]	934.30	(4.28)
Cash and cash equivalents at the beginning of the year	10.50	14.78
Cash and cash equivalents at the end of the year	**944.80**	**10.50**
Components of cash and cash equivalents (refer note 14)		
Balances with banks		
- in current accounts	944.80	10.50
Cash in hand	-	-
Cash and cash equivalents at the end of the year	**944.80**	**10.50**

The disclosure on reconciliation of movements of liabilities to cash flows arising from financing activities is disclosed in note 42B.

Summary of significant accounting policies 3

The accompanying notes referred to above form an integral part of these consolidated financial statements.

As per our report of even date attached

For **Walker Chandiok & Co LLP**
Chartered Accountants
Firm registration number : 001076N/N500013
Sd/-
Ashish Kedia
Partner
Membership No : 215834
Place: Bengaluru
Date:30 May 2022

For and on behalf of the Board of Directors of
Mac Charles (India) Limited

Sd/-
P B Appiah
Director
DIN: 00215646

Sd/-
P R Ramakrishnan
Director
DIN : 00055416

Sd/-
Chandana Naidu
Company Secretary
ACS No. 25570

Sd/-
Pranesha K Rao
Chief Financial Officer

Place: Bengaluru
Date:30 May 2022

Consolidated Statement of Changes in Equity for the year ended 31 March 2022

(All amounts are in ₹ million, unless otherwise stated)

A. Equity share capital

	Number	Amount
Equity shares of ₹ 10 each, issued, subscribed and fully paid-up capital		
Balance as at 1 April 2020	13,101,052	131.01
Changes in equity share capital during the year	-	-
Balance as at 31 March 2021	**13,101,052**	**131.01**
Changes in equity share capital during the year	-	-
Balance as at 31 March 2022	**13,101,052**	**131.01**

B. Other equity

	Reserves and Surplus			Other comprehensive income		Total equity attributable to owners of the Group
	General reserve	Retained Earnings	Capital Reserve Common Control Business Combinations	Fair value of equity instruments	Remeasurements of defined benefit liability (asset)	
Balance as at 1 April 2020	2,244.80	425.49	(2,034.10)	(2.95)	4.23	637.47
Profit for the year	-	5.27	-	-	-	5.27
Other comprehensive income for the year	-	-	-	2.00	(1.02)	0.98
Balance as at 31 March 2021	**2,244.80**	**430.76**	**(2,034.10)**	**(0.95)**	**3.21**	**643.72**
Profit for the year	-	1,111.12	-	-	-	1,111.12
Other comprehensive income for the year	-	-		1.52	(2.10)	(0.58)
Acquisition of subsidiary	-	(27.97)	-	-	-	(27.97)
Balance as at 31 March 2022	**2,244.80**	**1,513.91**	**(2,034.10)**	**0.57**	**1.11**	**1,726.29**

Nature and purpose of other reserves:

General reserve:

The general reserve is used from time to time to transfer profits from retained earnings for appropriation purposes. As the general reserve is created by a transfer from one component of equity to another and is not an item of other comprehensive income, items included in general reserve will not be reclassified subsequently to profit and loss.

Retained earnings:

The cumulative gain or loss arising from the operations which is retained by the Group is recognised and accumulated under the heading of retained earnings. At the end of the period, the profit after tax is transferred from the statement of profit and loss to the retained earnings account.

Capital Reserve:

The Group recognised excess of consideration paid over the share capital of subsidiary.

Fair value of equity instruments

The Group has elected to recognise changes in the fair value of certain investments in equity securities in other comprehensive income. These changes are accumulated within the Equity instruments through Other Comprehensive Income within equity. The Group transfers amounts from this reserve to retained earnings when the relevant equity securities are derecognised.

Summary of significant accounting policies 3

The accompanying notes referred to above form an integral part of these consolidated financial statements.

As per our report of even date attached

For **Walker Chandiok & Co LLP**
Chartered Accountants
Firm registration number : 001076N/N500013

Sd/-
Ashish Kedia
Partner
Membership No : 215834

Place: Bengaluru
Date:30 May 2022

For and on behalf of the Board of Directors of
Mac Charles (India) Limited

Sd/-
P B Appiah
Director
DIN: 00215646

Sd/-
P R Ramakrishnan
Director
DIN : 00055416

Sd/-
Chandana Naidu
Company Secretary
ACS No. 25570

Sd/-
Pranesha K Rao
Chief Financial Officer

Place: Bengaluru
Date:30 May 2022

Summary of significant accounting policies and other explanatory notes for the year ended 31 March 2022

1 Background

Mac Charles (India) Limited is involved in the generation of electricity through wind turbine generators located in Gadag and Bellary Districts and leasing of commercial real estate properties in Embassy Tech Square ('Alpha' and 'Delta') located along Outer Ring Road, Bangalore, Karnataka. The Group was incorporated in the year 1979 and is based in Bengaluru, India. The Group has acquired 100% shareholding in Mac Charles Hub Project Private Limited on 06 January 2022 and the Group had disposed Airport Golfview Hotels and Suites Private Limited on 21 March 2022.

The holding Company has demolished the hotel and constructing a landmark Grade A commercial building (Project “Zenith”) at the site of hotel.

List of subsidiaries with percentage holding –

Subsidiary	Country of incorporation and other particulars	Percentage of holding (%)
Blue Lagoon Real Estate Private Limited	Subsidiary of the Group incorporated under the laws of India.	100.00%
Neptune Real Estate Private Limited	Subsidiary of the Group incorporated under the laws of India.	100.00%
Airport Golfview Hotels and Suites Private Limited (till 21 March 2022)	Subsidiary of the Group incorporated under the laws of India.	100.00%
Mac Charles Hub Projects Private Limited (Formerly: Embassy Industrial Parks Bhiwandi Private Limited) (from 06 January 2022)	Subsidiary of the Group incorporated under the laws of India.	100.00%

2 Basis of preparation

2.1 Statement of compliance

These consolidated financial statements are prepared in accordance with Indian Accounting Standards (Ind AS) as per Companies (Indian Accounting Standards) Rules, 2015 notified under Section 133 of Companies Act 2013, (the 'Act') and other relevant provisions of the Act and the guidelines issued by the Securities and Exchange Board of India.

The consolidated financial statements were authorised for issue by the Group's Board of Directors on 30 May 2022.

Details of the Group's accounting policies are included in note 3.

The Group has consistently applied the following accounting policies to all periods presented in these consolidated financial statements.

2.2 Functional and presentation currency

The consolidated financial statements are presented in Indian rupees (₹), which is Mac Charles (India) Limited's functional and presentation currency. All financial information presented in Indian rupee has been rounded to the nearest million.

2.3 Basis of measurement

The consolidated financial statements have been prepared on the historical cost basis except for the following items:

Items	Measurement basis
Certain financial assets and liabilities	Fair value
Net defined benefit (asset)/ liability	Fair value of plan assets less present value of defined benefit obligations.

2.4 Use of estimates and judgements

In preparing these consolidated financial statements, management has made judgements, estimates and assumptions that affect the application of accounting policies and the reported amounts of assets, liabilities, income and expenses. Actual results may differ from these estimates.

Judgements

Information about judgements made in applying accounting policies that have the most significant effects on the amounts recognised in the consolidated financial statements is as included below.

Assumptions and estimation uncertainties

Information about assumptions and estimation uncertainties that have a significant risk of resulting in a material adjustment in the year ended 31 March 2022 is included in the following notes:

- Note 4 and 5 - Depreciation and amortisation method and useful life of items of property, plant and equipment, intangible assets and investment property;
- Note 25 and 37– measurement of defined benefit obligations: key actuarial assumptions;
- Note 35 – recognition and measurement of provisions and contingencies: key assumptions about the likelihood and magnitude of an outflow of resources;
- Note 36 – impairment of financial assets,
- Note 41 - Assets held for sale; determining the fair value less cost to sell of the assets held under sale.

Summary of significant accounting policies and other explanatory notes for the year ended 31 March 2022

2 Basis of preparation

2.5 Measurement of fair values

A number of the Group's accounting policies and disclosures require the measurement of fair values, for both financial and non-financial assets and liabilities. Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. The fair value measurement is based on the presumption that the transaction to sell the asset or transfer the liability takes place either:

- In the principal market for the asset or liability, or
- In the absence of a principal market, in the most advantageous market for the asset or liability.

The principal or the most advantageous market must be accessible by the Group. The fair value of an asset or a liability is measured using the assumptions that market participants would use when pricing the asset or liability, assuming that market participants act in their economic best interest.

A fair value measurement of a non-financial asset takes into account a market participant's ability to generate economic benefits by using the asset in its highest and best use or by selling it to another market participant that would use the asset in its highest and best use.

The Group uses valuation techniques that are appropriate in the circumstances and for which sufficient data are available to measure fair value, maximising the use of relevant observable inputs and minimising the use of unobservable inputs.

The Group has an established control framework with respect to the measurement of fair values. The Group engages with external valuers for measurement of fair values in the absence of quoted prices in active markets.

Significant valuation issues are reported to the Group's audit committee. All assets and liabilities for which fair value is measured or disclosed in the financial statements are categorised within the fair value hierarchy, described as follows, based on the lowest level input that is significant to the fair value measurement as a whole:

- Level 1: quoted prices (unadjusted) in active markets for identical assets or liabilities.
- Level 2: inputs other than quoted prices included in Level 1 that are observable for the asset or liability, either directly (i.e. as prices) or indirectly (i.e. derived from prices).
- Level 3: inputs for the asset or liability that are not based on observable market data (unobservable inputs).

When measuring the fair value of an asset or a liability, the group uses observable market data as far as possible. If the inputs used to measure the fair value of an asset or a liability fall into different levels of the fair value hierarchy, then the fair value measurement is categorised in its entirety in the same level of the fair value hierarchy as the lowest level input that is significant to the entire measurement. The Group recognises transfers between levels of the fair value hierarchy at the end of the reporting period during which the change has occurred.

External valuers are involved for valuation of significant assets, such as properties and unquoted financial assets, and significant liabilities, such as contingent consideration.

For the purpose of fair value disclosures, the Group has determined classes of assets and liabilities on the basis of the nature, characteristics and risks of the asset or liability and the level of the fair value hierarchy as explained above. This note summarises accounting policy for fair value. Other fair value related disclosures are given in the relevant notes.

- Financial instruments (note 36)
- Disclosures for valuation methods, significant estimates and assumptions (note 36)
- Quantitative disclosures of fair value measurement hierarchy (note 36)
- Financial instruments (including those carried at amortised cost) (note 36)

3 Significant accounting polices

3.1 Leases

Group as lessee

A contract is, or contains, a lease if the contract conveys the right to control the use of an identified asset for a period of time in exchange for consideration. To assess whether a contract conveys the right to control the use of an identified asset, the Group assesses whether:

- the contract involves the use of an identified asset
- the Group has the right to obtain substantially all the economic benefits from use of the asset throughout the period of use; and
- the Group has the right to direct the use of the asset

At inception or on reassessment of a contract that contains a lease component, the Group allocates the consideration in the contract to each lease component on the basis of the relative stand-alone prices of the lease components and the aggregate stand-alone price of the non-lease components.

The Group recognizes right-of-use asset representing its right to use the underlying asset for the lease term at the lease commencement date. The cost of the right-of-use asset measured at inception shall comprise of the amount of the initial measurement of the lease liability, adjusted for any lease payments made at or before the commencement date, less any lease incentives received, plus any initial direct costs incurred and an estimate of the costs to be incurred by the lessee in dismantling and removing the underlying asset or restoring the underlying asset or site on which it is located.

Summary of significant accounting policies and other explanatory notes for the year ended 31 March 2022

3 Significant accounting polices

3.1 Leases

estimate of the costs to be incurred by the lessee in dismantling and removing the underlying asset or restoring the underlying asset or site on which it is located.

The right-of-use asset is subsequently measured at cost less accumulated depreciation, accumulated impairment losses, if any and adjusted for any remeasurement of the lease liability. The right-of-use assets is depreciated using the straight-line method from the commencement date over the shorter of lease term or useful life of right-of-use asset. The estimated useful lives of right-of-use assets are determined on the same basis as those of property, plant and equipment. Right-of-use assets are tested for impairment whenever there is any indication that their carrying amounts may not be recoverable. Impairment loss, if any, is recognized in the standalone statement of profit and loss.

The lease liability is initially measured at the present value of the lease payments that are not paid at the commencement date, discounted using the interest rate implicit in the lease or, if that rate cannot be readily determined, the incremental borrowing rate applicable to the entity within the Group. Generally, the Group uses its incremental borrowing rate as the discount rate. For leases with reasonably similar characteristics, the Group, on a lease by lease basis, may adopt either the incremental borrowing rate specific to the lease or the incremental borrowing rate for the portfolio as a whole. The lease payments shall include fixed payments, variable lease payments, residual value guarantees, exercise price of a purchase option where the Group is reasonably certain to exercise that option and payments of penalties for terminating the lease, if the lease term reflects the lessee exercising an option to terminate the lease.

The lease liability is subsequently remeasured by increasing the carrying amount to reflect interest on the lease liability, reducing the carrying amount to reflect the lease payments made and remeasuring the carrying amount to reflect any reassessment or lease modifications or to reflect revised in-substance fixed lease payments

The Group recognizes the amount of the re-measurement of lease liability as an adjustment to the right-of-use asset. Where the carrying amount of the right-of-use asset is reduced to zero and there is a further reduction in the measurement of the lease liability, the Group recognizes any remaining amount of the re-measurement in standalone statement of profit and loss.

Group as a lessor

When the Group acts as a lessor at the inception, it determines whether each lease is a finance lease or an operating lease.

The Group recognizes lease payments received under operating leases as income on a straight-line basis over the lease term. In case of a finance lease, finance income is recognized over the lease term based on a pattern reflecting a constant periodic rate of return on the lessor's net investment in the lease. When the Group is an intermediate lessor it accounts for its interests in the head lease and the sub-lease separately. It assesses the lease classification of a sub-lease with reference to the right-of-use asset arising from the head lease, not with reference to the underlying asset. If a head lease is a short -term lease to which the Group applies the exemption described above, then it classifies the sub-lease as an operating lease

If an arrangement contains a lease and non-lease components, the Group applies Ind AS 115-Revenue to allocate the consideration in the contract

3.2 Property, plant and equipment and other intangible assets (other than goodwill)

Property, plant and equipment:

1. Recognition and measurement

Items of property, plant and equipment are measured at cost, which includes capitalised borrowing costs, less accumulated depreciation and accumulated impairment losses, if any. Cost of an item of property, plant and equipment comprises its purchase price, including import duties and non-refundable purchase taxes, after deducting trade discounts and rebates, any directly attributable cost of bringing the item to its working condition for its intended use and estimated costs of dismantling and removing the item and restoring the site on which it is located.

The cost of a self-constructed item of property, plant and equipment comprises the cost of materials and direct labor, any other costs directly attributable to bringing the item to working condition for its intended use, and estimated costs of dismantling and removing the item and restoring the site on which it is located.

If significant parts of an item of property, plant and equipment have different useful lives, then they are accounted for as separate items (major components) of property, plant and equipment.

An item of property, plant and equipment and any significant part initially recognised is derecognised upon disposal or when no future economic benefits are expected from its use or disposal. Any gain or loss arising on derecognition of the asset (calculated as the difference between the net disposal proceeds and the carrying amount of the asset) is included in the income statement when the asset is derecognized.

Summary of significant accounting policies and other explanatory notes for the year ended 31 March 2022

3 Significant accounting polices

3.2 Property, plant and equipment and other intangible assets (other than goodwill)

2. Subsequent expenditure

Subsequent expenditure is capitalised only if it is probable that the future economic benefits associated with the expenditure will flow to the Group.

3. Depreciation

Depreciation is calculated on cost of items of property, plant and equipment less their estimated residual values over their estimated useful lives using the straight-line method, and is recognised in the statement of profit and loss. Assets acquired under finance leases are depreciated over the shorter of the lease term and their useful lives unless it is reasonably certain that the Group will obtain ownership by the end of the lease term. Freehold land is not depreciated.

The estimated useful lives of items of property, plant and equipment for the current and comparative periods are as follows:

	Management estimate of useful lives
Building	30 – 60 years
Plant and machinery	15 years
Plant and machinery - Wind turbines	22 years
Computers	3 years
Furniture and fixtures	10 years
Vehicles	8 years

Depreciation method, useful lives and residual values are reviewed at each financial year-end and adjusted if appropriate. Based on technical evaluation and consequent advice, the management believes that its estimates of useful lives as given above best represent the period over which management expects to use these assets.

Intangible assets (other than goodwill)

1. Computer Software

Intangible assets acquired separately are measured on initial recognition at cost. Following initial recognition, intangible assets are carried at cost less any accumulated amortisation and accumulated impairment losses.

2. Amortisation

The useful lives of intangible assets are assessed as either finite or indefinite.

Intangible assets with finite lives are amortised over the useful economic life and assessed for impairment whenever there is an indication that the intangible asset may be impaired. The amortisation period and the amortisation method for an intangible asset with a finite useful life are reviewed at least at the end of each reporting period. Changes in the expected useful life or the expected pattern of consumption of future economic benefits embodied in the asset are considered to modify the amortisation period or method, as appropriate, and are treated as changes in accounting estimates. The amortisation expense on intangible assets with finite lives is recognised in the statement of profit and loss unless such expenditure forms part of carrying value of another asset.

3.3 Goodwill

Goodwill is initially measured at cost, being the excess of the aggregate of the consideration transferred and the amount recognised for non-controlling interests, and any previous interest held, over the net identifiable assets acquired and liabilities assumed. If the fair value of the net assets acquired is in excess of the aggregate consideration transferred, the Group re-assesses whether it has correctly identified all of the assets acquired and all of the liabilities assumed and reviews the procedures used to measure the amounts to be recognised at the acquisition date. If the reassessment still results in an excess of the fair value of net assets acquired over the aggregate consideration transferred, then the gain is recognised in OCI and accumulated in equity as capital reserve. However, if there is no clear evidence of bargain purchase, the entity recognises the gain directly in equity as capital reserve, without routing the same through OCI.

After initial recognition, goodwill is measured at cost less any accumulated impairment losses. For the purpose of impairment testing, goodwill acquired in a business combination is, from the acquisition date, allocated to each of the Group's cash-generating units that are expected to benefit from the combination, irrespective of whether other assets or liabilities of the acquiree are assigned to those units. A cash generating unit to which goodwill has been allocated is tested for impairment annually, or more frequently when there is an indication that the unit may be impaired. If the recoverable amount of the cash generating unit is less than its carrying amount, the impairment loss is allocated first to reduce the carrying amount of any goodwill allocated to the unit and then to the other assets of the unit pro rata based on the carrying amount of each asset in the unit. Any impairment loss for goodwill is recognised in profit or loss. An impairment loss recognised for goodwill is not reversed in subsequent periods.

Where goodwill has been allocated to a cash-generating unit and part of the operation within that unit is disposed of, the goodwill associated with the disposed operation is included in the carrying amount of the operation when determining the gain or loss on disposal. Goodwill disposed in these circumstances is measured based on the relative values of the disposed operation and the portion of the cash-generating unit retained. If the initial accounting for a business combination is incomplete by the end of the reporting period in which the combination occurs, the Group reports provisional amounts for the items for which the accounting is incomplete. Those provisional amounts are adjusted through goodwill during the measurement period, or additional assets or liabilities are recognised, to reflect new information obtained about facts and circumstances that existed at the acquisition date that, if known, would have affected the amounts recognized at that date. These adjustments are called as measurement period adjustments. The measurement period does not exceed one year from the acquisition date.

3.4 Investment property

Investment property is property held either to earn rental income or for capital appreciation or for both, but not for sale in the ordinary course of business, use in the production or supply of goods or services or for administrative purposes. Upon initial recognition, an investment property is measured at cost. Subsequent to initial recognition, investment property is measured at cost less accumulated depreciation and accumulated impairment losses, if any. Any trade discount and rebates are deducted in arriving at the purchase price Subsequent to initial recognition,investment property is measured at cost less accumulated depreciation and accumulated impairment losses, if any
Based on technical evaluation and consequent advice, the management believes a period of 60 years as representing the best estimate of the period over which investment properties (which are quite similar) are expected to be used. Accordingly, the Group depreciates investment properties over a period of 60 years on a straight-line basis. The useful life estimate of 60 years is different from the indicative useful life of relevant type of buildings mentioned in Part C of Schedule II to the Act i.e. 30 years. Any gain or loss on disposal of an investment property is recognised in profit or loss.

The fair values of investment property is disclosed in the notes. Fair values is determined by an independent valuer who holds a recognized and relevant professional qualification and has recent experience in the location and category of the investment property being valued.

Investment Properties are de-recognized either when they have been disposed off or when they are permanently withdrawn from use and no future economic benefit is expected from their disposal. The difference between the net disposal proceeds and the carrying amount of the asset is recognized in Statement of Profit or Loss in the period of de-recognition.

3.5 Impairment of assets

1.Impairment of financial instruments

In accordance with Ind AS 109, the Group applies expected credit loss (ECL) model for measurement and recognition of impairment loss for financial assets.

At each reporting date, the group assesses whether financial assets carried at amortised cost are credit-impaired. A financial asset is 'credit-impaired' when one or more events that have a detrimental impact on the estimated future cash flows of the financial asset have occurred.

Loss allowances for the financial assets measured at amortised cost are deducted from the gross carrying amount of assets. Loss allowances for trade receivables are always measured at an amount equal to lifetime expected credit losses. Lifetime expected credit losses are the expected credit losses that result from all possible default events over the expected life of a financial instrument.

When determining whether the credit risk of a financial asset has increased significantly since initial recognition and when estimating expected credit losses, the Group considers reasonable and supportable information that is relevant and available without undue cost or effort. This includes both quantitative and qualitative information and analysis, based on the Group's historical experience and informed credit assessment and including forward- looking information.

The Group assumes that the credit risk on a financial asset has increased significantly if it is more than 180 days past due. The Group considers a financial asset to be in default when: (i) the borrower is unlikely to pay its credit obligations to the Group in full, without recourse by the Group to actions such as realising security (if any is held); or (ii) the financial asset is 365 days or past due.

Measurement of expected credit losses
Expected credit losses are a probability-weighted estimate of credit losses. Credit losses are measured as the present value of all cash shortfalls (i.e. the difference between the cash flows due to the Group in accordance with the contract and the cash flows that the Group expects to receive).

Presentation of allowance for expected credit losses in the balance sheet

Loss allowances for financial assets measured at amortised cost are deducted from the gross carrying amount of the assets.

Summary of significant accounting policies and other explanatory notes for the year ended 31 March 2022

3 Significant accounting polices

3.5 Impairment of assets

Write-off

The gross carrying amount of a financial asset is written off (either partially or in full) to the extent that there is no realistic prospect of recovery. This is generally the case when the Group determines that the debtor does not have assets or sources of income that could generate sufficient cash flows to repay the amounts subject to the write-off. However, financial assets that are written off could still be subject to enforcement activities in order to comply with the Group's procedures for recovery of amounts due. The Group's non-financial assets are reviewed at each reporting date to determine whether there is any indication of impairment. If any such indication exists, then the asset’s recoverable amount is estimated.

2. Impairment of non-financial assets

The Group's non-financial assets other than deferred tax assets, are reviewed at each reporting date to determine whether there is any indication of impairment. If any such indication exists, then the asset's recoverable amount is estimated. For impairment testing, assets that do not generate independent cash inflows are grouped together into cash-generating units (CGUs). Each CGU represents smallest group of assets that generates cash inflows that are largely independent of the cash inflows or other assets or CGUs.

The recoverable amount of a CGU (or an individual asset) is the higher of its value in use and its fair value less costs to sell. Value in use is based on the estimated future cash flows, discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the CGU (or the asset). An impairment loss is recognised if the carrying amount of an asset or CGU exceeds its estimated recoverable amount. Impairment losses are recognised in the statement of profit and loss. In respect of assets for which impairment loss has been recognised in prior periods, the Group reviews at each reporting date whether there is any indication that the loss has decreased or no longer exists.

An impairment loss is reversed if there has been a change in the estimates used to determine the recoverable amount. Such a reversal is made only to the extend that the asset's carrying amount does not exceed the carrying amount that would have been determined, net of depreciation or amortisation, if no impairment loss has been recognised.

3.6 Basis of Consolidation

Subsidiary companies

Subsidiary companies are all entities (including structured entities) over which the Group has control. The Group controls an entity when the Group is exposed to, or has rights to, variable returns from its involvement with the entity and has the ability to affect those returns through its power to direct the relevant activities of the entity. Subsidiary companies are fully consolidated from the date on which control commences. They are deconsolidated from the date on which control ceases.

3.7 Inventories

Inventories are valued at the lower of cost and net realizable value. ‘Cost’ comprises purchase cost and all expenses incurred in bringing the inventory to its present location and condition. Cost has been determined as follows:

Nature of inventory	Method of valuation
Inventories of provisions, food supplies, crockery, cutlery, glassware, beverage, stores and operational supplies	Cost determined as per on weighted average method or net realisable value, whichever is lower.

Net realisable value is the estimated selling price in the ordinary course of business, less the estimated costs of completion and selling expenses. Stores and operational supplies held for use in the production of inventories are not written down below cost if the finished products in which they will be incorporated are expected to be sold at or above cost.

The comparison of cost and net realizable value is made on an item by item basis. The Group periodically assesses the inventory for obsolescence and slow moving stocks.

3.8 Revenue recognition

The Group derives its revenue primarily from running and/or managing hotels, sale of electricity, rental income and interest income.

Revenue from different sources is recognised as below:

- Income from hotel:

Income from operations of hotel primarily comprises of revenue from room rentals and sale of food and beverage charges. Such service income is recognised when the related services are rendered unless significant future contingencies exist.

Revenue is recognised when the entity satisfies a performance obligation by transferring a promised good or service to a customer. An asset is transferred when the customer obtains control of an asset. Service income is recognized when the related services are rendered unless significant future contingencies exist. Sales are disclosed net of sales tax, service tax, trade discount and quality claims.

Summary of significant accounting policies and other explanatory notes for the year ended 31 March 2022

3 Significant accounting polices

3.8 Revenue recognition

Advances received from the customers are reported as liabilities until all conditions for revenue recognition are met and is recognized as revenue once the related services are rendered.

- Sale of Electricity generated from Wind Turbine Generators is:

i) Income from supply of power is recognised over time on the supply of units generated from plant to the grid as per terms of the Power Purchase Agreement (PPA) and Wheeling and Banking Agreement. The Company considers whether there are other promises in the contract that are separate performance obligations to which a portion of the transaction price needs to be allocated. In determining the transaction price for the sale of power, the Company considers the effects of variable consideration and existence of a significant financing component. There is only one performance obligation in the arrangement and therefore, allocation of transaction price is not required.

ii) Contract balances: A contract asset is the right to consideration in exchange for goods or services transferred to the customer. If the Company performs by transferring goods or services to a customer before the customer pays consideration or before payment is due, a contract asset is recognised for the earned consideration that is conditional. Also, refer to accounting policies in section 3.5 for impairment of financial assets.

- Rental income

Rental income from property leased under operating lease is recognised in the statement of profit and loss on an actual basis over the term of the lease since the rentals are in line with the expected general inflation. Lease incentives granted are recognised as an integral part of the total rental income.

- Interest income

Interest income is recognized using the effective interest rate method.

The effective interest rate is the rate that exactly discounts estimated future cash payments or receipts through the expected life of the financial instrument to:

- the gross carrying amount of a financial asset; or
- the amortized cost of financial liability.

In calculating interest income, the effective interest rate is applied to the gross carrying amount of the asset (when the asset is not credit impaired). However, for financial assets that have become credit-impaired subsequent to initial recognition, interest income is calculated by applying the effective interest rate to the amortized cost of the financial asset. If the asset is no longer credit-impaired, then the calculation of interest income reverts to the gross basis.

3.9 Financials instruments

1. Recognition and initial measurement

Trade receivables and debt securities issued are initially recognized when they are originated. All other financial assets and financial liabilities are initially recognized when the Group becomes a party to the contractual provisions of the instrument.

A financial asset or financial liability is initially measured at fair value plus, for an item not at fair value through profit and loss (FVTPL), transaction costs that are directly attributable to its acquisition or issue.

2. Classification and subsequent measurement

A. Financial assets

On initial recognition, a financial asset is classified as measured at:

- amortized cost;
- Fair Value through Other Comprehensive income (FVOCI) – debt investment;
- FVOCI – equity investment; or
- FVTPL

Financial assets are not reclassified subsequent to their initial recognition, except if and in the period the Group changes its business model for managing financial assets.

A financial asset is measured at amortized cost if it meets both of the following conditions and is not designated as at FVTPL:

− the asset is held within a business model whose objective is to hold assets to collect contractual cash flows; and

− the contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

At initial recognition, the Group measures a financial asset at its fair value plus, in the case of a financial asset not at fair value through profit or loss, transaction costs that are directly attributable to the acquisition of the financial asset. Transaction costs of financial assets carried at fair value through profit or loss are expensed in profit or loss.

On initial recognition of an equity investment that is not held for trading, the Group may irrevocably elect to present subsequent changes in the investment's fair value in OCI (designated as FVOCI – equity investment). This election is made on an investment- by- investment basis. All financial assets not classified as measured at amortized cost or FVOCI as described above are measured at FVTPL. This includes all derivative financial assets. On initial recognition, the Group may irrevocably designate a financial asset that otherwise meets the requirements to be measured at amortized cost or at FVOCI as at FVTPL if doing so eliminates or significantly reduces an accounting mismatch that would otherwise arise.

Summary of significant accounting policies and other explanatory notes for the year ended 31 March 2022

3 Significant accounting polices
3.9 Financials instruments

B. Financial assets: Business model assessment
The Group makes an assessment of the objective of the business model in which a financial asset is held at a portfolio level because this best reflects the way the business is managed and information is provided to management. The information considered includes:
− the stated policies and objectives for the portfolio and the operation of those policies in practice. These include whether management's strategy focuses on earning contractual interest income, maintaining a particular interest rate profile, matching the duration of the financial assets to the duration of any related liabilities or expected cash outflows or realizing cash flows through the sale of the assets;
– how the performance of the portfolio is evaluated and reported to the Group's management;
– the risks that affect the performance of the business model (and the financial assets held within that business model) and how those risks are managed;
– how managers of the business are compensated – e.g. whether compensation is based on the fair value of the assets managed or the contractual cash flows collected; and
– the frequency, volume and timing of sales of financial assets in prior periods, the reasons for such sales and expectations about future sales activity.
Transfers of financial assets to third parties in transactions that do not qualify for derecognition are not considered sales for this purpose, consistent with the Group's continuing recognition of the assets.
Financial assets that are held for trading or are managed and whose performance is evaluated on a fair value basis are measured at FVTPL.

C. Financial assets: Assessment whether contractual cash flows are solely payments of principal and interest
For the purposes of this assessment, 'principal' is defined as the fair value of the financial asset on initial recognition. 'Interest' is defined as consideration for the time value of money and for the credit risk associated with the principal amount outstanding during a particular period of time and for other basic lending risks and costs (e.g. liquidity risk and administrative costs), as well as a profit margin.
In assessing whether the contractual cash flows are solely payments of principal and interest, the Group considers the contractual terms of the instrument. This includes assessing whether the financial asset contains a contractual term that could change the timing or amount of contractual cash flows such that it would not meet this condition. In making this assessment, the Group considers:
− contingent events that would change the amount or timing of cash flows;
− terms that may adjust the contractual coupon rate, including variable interest rate features;
− prepayment and extension features; and
− terms that limit the Group's claim to cash flows from specified assets (e.g. non- recourse features).

D. Financial assets: Subsequent measurement and gains and losses

Financial assets at FVTPL	These assets are subsequently measured at fair value. Net gains and losses, including any interest or dividend income, are recognized in profit or loss.
Financial assets at amortized cost	These assets are subsequently measured at amortized cost using the effective interest method. The amortized cost is reduced by impairment losses. Interest income, foreign exchange gains and losses and impairment are recognized in profit or loss. Any gain or loss on derecognition is recognized in profit or loss.
Equity investments at FVOCI	These assets are subsequently measured at fair value. Dividends are recognized as income in profit or loss unless the dividend clearly represents a recovery of part of the cost of the investment. Other net gains and losses are recognized in OCI and are not reclassified to profit or loss.
Debt investments at FVTPL	These assets are subsequently measured at fair value. Interest income under the effective interest method, foreign exchange gains and losses and impairment are recognised in profit or loss. Other net gains and losses are recognised in statement of profit and loss.

Summary of significant accounting policies and other explanatory notes for the year ended 31 March 2022

3 Significant accounting polices

3.9 Financials instruments

E. Financial liabilities: Classification, subsequent measurement and gains and losses

Financial liabilities are classified as measured at amortized cost or FVTPL. A financial liability is classified as at FVTPL if it is classified as held- for- trading, or it is a derivative or it is designated as such on initial recognition. Financial liabilities at FVTPL are measured at fair value and net gains and losses, including any interest expense, are recognized in profit or loss. Other financial liabilities are subsequently measured at amortized cost using the effective interest method. Interest expense and foreign exchange gains and losses are recognized in profit or loss. Any gain or loss on derecognition is also recognized in profit or loss.

3. Derecognition

A. Financial assets

The Group derecognises a financial asset when the contractual rights to the cash flows from the financial asset expire, or it transfers the rights to receive the contractual cash flows in a transaction in which substantially all of the risks and rewards of ownership of the financial asset are transferred or in which the Group neither transfers nor retains substantially all of the risks and rewards of ownership and does not retain control of the financial asset.
If the Group enters into transactions whereby it transfers assets recognized on its balance sheet, but retains either all or substantially all of the risks and rewards of the transferred assets, the transferred assets are not derecognised.

B. Financial liabilities

The Group derecognises a financial liability when its contractual obligations are discharged or cancelled, or expire.

The Group also derecognises a financial liability when its terms are modified and the cash flows under the modified terms are substantially different. In this case, a new financial liability based on the modified terms is recognized at fair value. The difference between the carrying amount of the financial liability extinguished and the new financial liability with modified terms is recognized in profit or loss.

Initial recognition and measurement

Financial liabilities are classified, at initial recognition, as financial liabilities at fair value through profit or loss and amortized cost.

At initial recognition, the Group measures a financial liability at its fair value plus, in the case of a financial liability not at fair value through profit or loss, transaction costs that are directly attributable to the financial liability. Transaction costs of financial liability carried at fair value through profit or loss are expensed in profit or loss.

Subsequent measurement

The measurement of financial liabilities depends on their classification, as described below:

Amortized cost

This is the category most relevant to the Group. After initial recognition, interest-bearing loans and borrowings are subsequently measured at amortized cost using the Effective interest rate (EIR) method. Gains and losses are recognized in profit or loss when the liabilities are derecognised.

Amortized cost is calculated by taking into account any discount or premium on acquisition and fees or costs that are an integral part of the EIR. The EIR amortization is included as finance costs in the statement of profit and loss.

4. Offsetting

Financial assets and financial liabilities are offset and the net amount presented in the balance sheet when, and only when, the Group currently has a legally enforceable right to set off the amounts and it intends either to settle them on a net basis or to realize the asset and settle the liability simultaneously.

3.10 Employee benefits

1. Defined contribution plan

The Group pays provident fund contributions to publicly administered provident funds as per local regulations. The Group has no further payment obligations once the contributions have been paid. The contributions are accounted for as defined contribution plans and the contributions are recognized as employee benefit expense when they are due. Prepaid contributions are recognized as an asset to the extent that a cash refund or a reduction in the future payments is available.

2. Defined benefit plans

The Group's gratuity plan is a defined benefit plan. The present value of gratuity obligation under such defined benefit plans is determined based on actuarial valuations carried out by an independent actuary using the Projected Unit Credit Method, which recognizes each period of service as giving rise to additional unit of employee benefit entitlement and measure each unit separately to build up the final obligation. The obligation is measured at the present value of estimated future cash flows. The discount rates used for determining the present value of obligation under defined benefit plans, is based on the market yields on Government securities as at the balance sheet date, having maturity periods approximating to the terms of related obligations. Actuarial gains and losses are recognized immediately in the balance sheet with a corresponding debit or credit to retained earnings through Other Comprehensive income in the period

Summary of significant accounting policies and other explanatory notes for the year ended 31 March 2022

3 Significant accounting polices

3.10 Employee benefits

in which they occur.

Gratuity scheme is administered through a trust called Mac Charles (India) Limited Employees Gratuity Fund Trust affiliated with the Life Insurance Corporation of India and the provision for the same is determined on the basis of actuarial valuation carried out by an independent actuary. Provision is made for the shortfall, if any, between the amounts required to be contributed to meet the accrued liability for gratuity as determined by actuarial valuation and the available corpus of the funds.

Prepaid contributions are recognized as an asset to the extent that a cash refund or a reduction in future payments is available.

3. Short-term employee benefit

Liabilities for wages and salaries, including non-monetary benefits that are expected to be settled wholly within 12 months after the end of the period in which the employees render the related service are recognized and measured at the amounts expected to be paid when the liabilities are settled. Short-term employee benefit obligations are measured on an undiscounted basis. The liabilities are presented as current employee benefit obligations in the balance sheet. Compensated absence, which is a short term defined benefit, is accrued based on a full liability method based on current salaries at the balance sheet date for unexpired portion of leave.

3.11 Foreign currency transactions

Foreign currency transactions are translated into the functional currency using the exchange rates at the dates of the transactions or an average rate, if the average rate approximates the actual rate at the date of transaction. Foreign exchange gains and losses resulting from the settlement of such transactions and from the translation of monetary assets and liabilities denominated in foreign currencies at year end exchange rates are generally recognized in profit or loss. Foreign exchange differences regarded as an adjustment to borrowing costs are presented in the statement of profit and loss, within finance costs. All other foreign exchange gains and losses are presented in the statement of profit and loss on a net basis within other gains/(losses).

Non-monetary items that are measured at fair value in a foreign currency are translated using the exchange rates at the date when the fair value was determined. Translation differences on assets and liabilities carried at fair value are reported as part of the fair value gain or loss. Non-monetary items that are measured based on historical cost in a foreign currency are translated at the exchange rate at the date of the transaction.

3.12 Income taxes

Income tax comprises current and deferred tax. It is recognised in the statement of profit and loss except to the extent that it relates to an item directly recognised in equity or in other comprehensive income.

Current income tax

Current income tax assets and liabilities are measured at the amount expected to be recovered from or paid to the taxation authorities. The tax rates and tax laws used to compute the amount are those that are enacted or substantively enacted, at the reporting date in the countries where the Group operates and generates taxable income.

Current income tax relating to items recognized outside profit or loss is recognized outside profit or loss (either in other comprehensive income or in equity). Current tax also includes any tax arising from dividends.

Deferred tax

Deferred tax is provided using the liability method on temporary differences between the tax bases of assets and liabilities and their carrying amounts for financial reporting purposes at the reporting date. Deferred tax assets are recognized to the extent that it is probable that the underlying tax loss or deductible temporary difference will be utilized against future taxable income. This is assessed based on the Group's forecast of future operating results, adjusted for significant nontaxable income and expenses and specific limits on the use of any unused tax loss or credit. The carrying amount of deferred tax assets is reviewed at each reporting date and reduced to the extent that it is no longer probable that sufficient taxable profit will be available to allow all or part of the deferred tax asset to be utilised. Unrecognised deferred tax assets are re-assessed at each reporting date and are recognised to the extent that it has become probable that future taxable profits will allow the deferred tax asset to be recovered. Deferred tax liabilities are recognised for all taxable temporary differences except in repect of taxable temporary differences associated with investment in subsidiaries, when the timing of reversal of the temporary differences can be controlled and it is probable that the temporary differences will not be reverse in the foreseable future.

Summary of significant accounting policies and other explanatory notes for the year ended 31 March 2022

3 Significant accounting polices

3.12 Income taxes

The Company offsets, the current tax assets and liabilities (on a year on year basis) and deferred tax assets and liabilities, where it has a legally enforceable right and where it intends to settle such assets and liabilities on a net basis.

3.13 Provisions and contingent liabilities

Provisions (other than for employee benefits)

Provisions are recognized when the Group has a present legal or constructive obligation as a result of past events, it is probable that an outflow of resources will be required to settle the obligation and the amount can be reliably estimated. Provisions are not recognized for future operating losses.

Provisions for onerous contracts, i.e. contracts where the expected unavoidable costs of meeting the obligations under the contract exceed the economic benefits expected to be received under it, are recognized when it is probable that an outflow of resources embodying economic benefits will be required to settle a present obligation as a result of an obligating event based on a reliable estimate of such obligation.

Where there are a number of similar obligations, the likelihood that an outflow will be required in settlement is determined by considering the class of obligations as a whole. A provision is recognized even if the likelihood of an outflow with respect to any one item included in the same class of obligations may be small.

Provisions are measured at the present value of management’s best estimate of the expenditure required to settle the present obligation at the end of the reporting period. The discount rate used to determine the present value is a pre-tax rate that reflects current market assessments of the time value of money and the risks specific to the liability. The increase in the provision due to the passage of time is recognized as interest expense.

In the normal course of business, contingent liabilities may arise from litigation and other claims against the Group. Potential liabilities that are possible but not probable of crystallising or are very difficult to quantify reliably are treated as contingent liabilities. Such liabilities are disclosed in the notes but are not recognized.

3.14 Cash and cash equivalents

Cash and cash equivalents includes cash on hand, deposits held at call with financial institutions, other short-term, highly liquid investments with original maturities of three months or less that are readily convertible to known amounts of cash and which are subject to an insignificant risk of changes in value.

3.15 Earnings per share

The basic earnings per share is computed by dividing the net profit/ (loss) attributable to owner's of the Group for the year by the weighted average number of equity shares outstanding during reporting period.

The number of shares used in computing diluted earnings/ (loss) per share comprises the weighted average shares considered for deriving basic earnings/ (loss) per share and also the weighted average number of equity shares which could have been issued on the conversion of all dilutive potential equity shares.

Dilutive potential equity shares are deemed converted as of the beginning of the reporting date, unless they have been issued at a later date. In computing diluted earnings per share, only potential equity shares that are dilutive and which either reduces earnings per share or increase loss per share are included.

3.16 Dividends

Provision is made for the amount of any dividend declared, being appropriately authorised and no longer at the discretion of the entity, on or before the end of the reporting period but not distributed at the end of the reporting period.

3.17 Discontinued Operations

A discontinued operation is a component of the Group's business, the operations and cash flows of which can be clearly distinguished from those of the rest of the Group and which represents a separate major line of business or geographical area of operations and

- is a part of a single coordinated plan to dispose of a separate major line of business or geographic area of operations; or
- is a subsidiary acquired exclusively with a view to re-sale.

Classification as a discontinued operation occurs upon disposal or when the operation meets the criteria to be classified as held for sale, if earlier.

When an operation is classified as a discontinued operation, the comparative statement of profit and loss is re-presented as if the operation had been discontinued from the start of the comparative period.

3.18 Borrowing Cost

Borrowing costs directly attributable to the acquisition, construction or production of a qualifying asset are capitalised during the period of time that is required to complete and prepare the asset for its intended use or sale. Qualifying assets are assets that necessarily take a substantial period of time to get ready for their intended use or sale. Other borrowing costs are expensed in the period in which they are incurred.

Summary of significant accounting policies and other explanatory notes for the year ended 31 March 2022

3 Significant accounting polices

3.18 Borrowing Cost

Borrowing costs consist of interest and other costs that an entity incurs in connection with the borrowing of funds.

3.19 Assets held for sale

The Company classifies non-current assets and disposal groups as held for sale if their carrying amounts will be recovered principally through a sale/ distribution rather than through continuing use. Actions required to complete the sale/ distribution should indicate that it is unlikely that significant changes to the sale will be made or that the decision to sell will be withdrawn. Management must be committed to the sale expected within one year from the date of classification. For these purposes, sale transactions include exchanges of non-current assets for other non-current assets when the exchange has commercial substance. The criteria for held for sale classification is regarded met only when the assets or disposal group is available for immediate sale in its present condition, subject only to terms that are usual and customary for sales/ distribution of such assets (or disposal groups), its sale is highly probable; and it will genuinely be sold, not abandoned. The Company treats sale of the asset or disposal group to be highly probable when:

•The appropriate level of management is committed to a plan to sell the asset,

• An active programme to locate a buyer and complete the plan has been initiated,

• The asset (or disposal group) is being actively marketed for sale at a price that is reasonable in relation to its current fair value,

• The sale is expected to qualify for recognition as a completed sale within one year from the date of classification, and

• Actions required to complete the plan indicate that it is unlikely that significant changes to the plan will be made or that the plan will be withdrawn.

Non-current assets held for sale and disposal groups are measured at the lower of their carrying amount and the fair value less costs to sell. Assets and liabilities classified as held for sale are presented separately in the balance sheet. Property, plant and equipment and intangible assets once classified as held for sale to owners are not depreciated or amortised.

3.20 Recent Indian Accounting Standards

Standards issued but not effective on Balance Sheet date: Ministry of Corporate Affairs ("MCA") notifies new standards or amendments to the existing standards under Companies (Indian Accounting Standards)Rules as issued from time to time. On March 23, 2022, MCA amended the Companies (Indian Accounting Standards) Amendment Rules, 2022, as below;

Ind AS 109 - Financial Instruments -The amendment clarifies that the terms are substantially different if the discounted present value of the cash flows under the new terms, including any fees paid net of any fees received and discounted using the original effective interest rate, is at least 10 per cent different from the discounted present value of the remaining cash flows of the original financial liability. In determining those fees paid net of fees received, a borrower includes only fees paid or received between the borrower and the lender, including fees paid or received by either the borrower or lender on the other's behalf.
If an exchange of debt instruments or modification of terms is accounted for as an extinguishment, any costs or fees incurred are recognised as part of the gain or loss on the extinguishment. If the exchange or modification is not accounted for as an extinguishment, any costs or fees incurred adjust the carrying amount of the liability and are amortised over the remaining term of the modified liability.The Company has evaluated the amendment and there is no impact on its consolidated financial statements.

Ind AS 16 — Property Plant and equipment - The amendment clarifies that excess of net sale proceeds of items produced over the cost of testing, if any, shall not be recognised in the profit or loss but deducted from the directly attributable costs considered as part of cost of an item of property, plant, and equipment. The Company has evaluated the amendment and there is no impact on its consolidated financial statements.

Ind AS 37 — Provisions, Contingent Liabilities and Contingent Assets - The amendment specifies that the 'cost of fulfilling' a contract comprises the 'costs that relate directly to the contract'. Costs that relate directly to a contract can either be incremental costs of fulfilling that contract (examples would be direct labour, materials) or an allocation of other costs that relate directly to fulfilling contracts (an example would be the allocation of the depreciation charge for an item of property, plant and equipment used in fulfilling the contract). The Company has evaluated the amendment and there is no impact on its consolidated financial statements.

Summary of significant accounting policies and other explanatory notes for the year ended 31 March 2022 (cont'd)
(All amounts are in ₹ million, unless otherwise stated)

4 Property, plant and equipment and other Intangible assets

	Land	Buildings	Plant and Machinery	Furniture and fixtures	Computers	Vehicles	Total
Gross Carrying Amount							
Balance as at 1 April 2020	344.04	56.53	349.69	1.02	0.59	5.22	**757.09**
Additions	58.11	-	3.91	-	0.09	-	**62.11**
Reclassification to asset held for sale (refer note 41)	388.89	16.97	-	-	-	-	**405.86**
Disposals	-	-	-	-	-	1.22	**1.22**
Reclassification to discontinued operation (refer note 40)	3.40	35.09	9.32	1.02	0.57	-	**49.40**
Balance as at 31 March 2021	**9.86**	**4.47**	**344.28**	**-**	**0.11**	**4.00**	**362.72**
Balance as at 1 April 2021	9.86	4.47	344.28	-	0.11	4.00	**362.72**
Additions	-	-	-	-	0.10	-	**0.10**
Reclassification to asset held for sale (refer note 41)	-	4.47	-	-	-	-	**4.47**
Disposals	-	-	-	-	-	2.62	**2.62**
Balance as at 31 March 2022	**9.86**	**-**	**344.28**	**-**	**0.21**	**1.38**	**355.73**
Accumulated depreciation							
Balance as at 1 April 2020	-	6.01	78.65	0.95	0.43	3.02	**89.06**
Charge for the year	-	1.80	19.62	0.07	0.11	0.57	**22.17**
Transfer to assets held for sale	-	1.57	-	-	-	-	**1.57**
Disposals	-	-	-	-	-	1.10	**1.10**
Reclassification to discontinued operation (refer note 40)		6.13	3.29	1.02	0.53	-	**10.97**
Balance as at 31 March 2021	**-**	**0.11**	**94.98**	**-**	**0.01**	**2.49**	**97.59**
Balance as at 1 April 2021	-	0.11	94.98	-	0.01	2.49	**97.59**
Charge for the year		0.10	19.01	-	0.07	0.16	**19.34**
Transfer to assets held for sale		0.21	-	-	-	-	**0.21**
Disposal	-	-	-	-	-	1.27	**1.27**
Balance as at 31 March 2022	**-**	**-**	**113.99**	**-**	**0.08**	**1.38**	**115.45**
Net carrying amount:							
As at 31 March 2022	**9.86**	**-**	**230.29**	**-**	**0.13**	**-**	**240.29**
As at 31 March 2021	**9.86**	**4.36**	**249.30**	**-**	**0.10**	**1.51**	**265.13**

Notes:

(i) Contractual obligations

The Group has not entered into any contracts to purchase, construct or develop property plant and equipment or for its repairs, maintenance or enhancements exceeding a period of one year.

(ii) Significant estimates

Property, plant and equipment represent a significant proportion of the asset base of the Group. The charge in respect of periodic depreciation is derived after determining an estimate of an asset's expected useful life and the expected residual value at the end of its life, if any. The useful lives and residual values of Group's assets are determined by management at the time the asset is acquired and reviewed periodically, including at each financial year end. The lives are based on historical experience with similar assets as well as anticipation of future events, which may impact their life, such as changes in technology.

(iii) Refer note 21 for mortgage details

(iv) There is no borrowing cost capitalized during the year ended 31 March 2022 and 31 March 2021.

Summary of significant accounting policies and other explanatory notes for the year ended 31 March 2022 (cont'd)

(All amounts are in ₹ million, unless otherwise stated)

5 Investment property

	Building	Land	Total
Gross Carrying Amount			
Balance as at 1 April 2020	**936.13**	**384.26**	**1,320.39**
Additions	-	-	-
Less: Disposals	-	-	-
Balance as at 31 March 2021	**936.13**	**384.26**	**1,320.39**
Additions	-	23.30	**23.30**
Less: Transfer to assets held for sale	(371.85)	-	**(371.85)**
Less: Disposals	(564.28)	-	**(564.28)**
Balance as at 31 March 2022	**-**	**407.56**	**407.56**
Accumulated depreciation			
Balance as at 1 April 2020	**106.32**	-	**106.32**
Charge for the year	15.60	-	**15.60**
Balance as at 31 March 2021	**121.92**	**-**	**121.92**
Charge for the year	7.02	-	**7.02**
Less: Transfer to assets held for sale	(56.31)	-	**(56.31)**
Less: Disposals	(72.63)	-	**(72.63)**
Balance as at 31 March 2022	-	-	-
Net carrying amount:			
As at 31 March 2021	**814.21**	**384.26**	**1,198.47**
As at 31 March 2022	**-**	**407.56**	**407.56**

Notes:

Investment property (Building) comprises of a commercial property that is leased to third parties. The lease contains an initial non-cancellable period. Subsequent renewals are negotiated with the lessee and historically the average renewal period is five to nine years.

Building comprises of three floors in building named 'Delta' and two floors in building named 'Alpha' held by the Company in Cessna Business Park, Bengaluru. The Group had sold three floor of Delta building in current financial year and transferred two floor of Alpha building to asset held for sale.

Two floor of Alpha building has been given as a collateral for the term loan from bank. Refer note 21 for mortgage details.

i) Amounts recognised in profit and loss for investment properties

Particulars	**Year ended 31 March 2022**	**Year ended 31 March 2021**
Rental income derived from investment properties	113.60	149.45
Direct operating expenses (including repairs and maintenance) generating rental income	9.48	10.61
Direct operating expenses (including repairs and maintenance) that did not generate rental income	-	-
Profit arising from investment properties before depreciation and indirect expenses	**104.12**	**138.84**
Less: Depreciation	7.02	15.60
Profit arising from investment properties before indirect expenses	**97.10**	**123.24**

Investment property (Land) comprises of property of 13.88 acre of Land in Blue Lagoon Real Estate Private Limited and 6.31 acres of land in Neptune Real Estate Private Limited.

ii) Contractual obligation

The Company has not entered into any contracts to purchase, construct or develop investment property or for its repairs, maintenance or enhancements exceeding a period of one year.

iii) Fair value

Fair value hierarchy

The fair value of investment property has been determined by external, independent property valuers, having appropriate recognised professional qualifications and recent experience in the location and category of the property being valued.The fair value of investment property (land) has been determined by external independent registered valuers as defined under rule 2 of Companies (Registered Valuers and Valuation) Rules, 2017 having appropriate recognised professional qualifications and recent experience in the location and category of the property being valued. The independent valuers provide the fair value of the investment property annually.

The fair value of investment properties is based on discounted cash flows and classified as level 3 fair value in the fair value hierarchy due to the use of unobservable inputs. There has been no change in valuation techniques used since prior years.

Summary of significant accounting policies and other explanatory notes for the year ended 31 March 2022 (cont'd)

(All amounts are in ₹ million, unless otherwise stated)

Valuation techniques for Building

Investment property comprises commercial properties that are leased to third parties. Each of the leases contains an initial non-cancellable period. Subsequent renewals are negotiated with the lessee. No contingent rents are charged.
The Group obtains independent valuations for its investment properties at least annually.

Fair value:	***₹ in million***
As at 31 March 2021	2,272.52
As at 31 March 2022	-

Valuation technique for Land

The Company has adopted the Comparable Approach.
The direct comparison or comparable sale instances approach involves a comparison of the subject property to similar properties that have actually been sold in the vicinity or are offered for sale. This approach demonstrates what buyers have historically been willing to pay (and sellers willing to accept) for similar properties in an open and competitive market and are particularly useful in estimating the value of the land and properties that are typically traded on a unit basis. A comparative matrix will be developed for similar instances with respect to comparable parameters. The instance most comparable in maximum number of parameters will be chosen for further processing. Subsequently, premium and/or discounting factors will be applied to opine on the Market Value (OMV). This approach is a fair estimate of the prevailing prices.

Fair value:	***₹ in million***
As at 31 March 2021	2,666.02
As at 31 March 2022	2,795.40

The fair values of the investment property is determined based on the current market prices in an active market for properties of different nature adjusted to reflect those changes.

Significant estimates

The charge in respect of periodic depreciation on investment property is derived after determining an estimate of an asset's expected useful life and the expected residual value at the end of its life, if any. The useful lives and residual values of Group's assets are determined by management at the time the asset is acquired and reviewed periodically, including at each financial year end. The lives are based on historical experience with similar assets as well as anticipation of future events, which may impact their life, such as changes in technology.
Para 97 of Ind AS 113 'Fair value measurements' states that for each class of assets and liabilities not measured at fair value in the balance sheet but for which the fair value is disclosed, an entity shall disclose the information required by paragraph 93(b), (d) and (i). However, the said paragraph states that an entity is not required to provide the quantitative disclosures about significant unobservable inputs used in fair value measurements categorised within Level 3 of the fair value hierarchy required by paragraph 93(d). Therefore, no disclosure in relation to sensitivity analysis of significant unobservable inputs used in fair value measurements of Investment property.

6 Investment property under development

	As at 31 March 2022	**As at 31 March 2021**
Opening balance	77.01	-
Additions	273.81	77.01
Disposals	-	-
Closing balance	**350.82**	**77.01**

Note

The Group is constructing Commercial Tower (Zenith) on the land parcel of the erstwhile Le Meridien hotel for tenancy. Refer note 21 for mortgage details.

a. Ageing of project in progress as on 31 March 2022

Particulars	**<1year**	**1-2 years**	**Total**
Projects in progress	273.81	77.01	350.82

b. Ageing of project in progress as on 31 March 2021

Particulars	**<1year**	**1-2 years**	**Total**
Projects in progress	77.01	-	77.01

Summary of significant accounting policies and other explanatory notes for the year ended 31 March 2022 (cont'd)
(All amounts are in ₹ million, unless otherwise stated)

7 Goodwill

	As at 31 March 2022	As at 31 March 2021
Carrying amount at the beginning/end of the year*	-	71.94
Total	**-**	**71.94**

* During the current year, the Group derecognised goodwill on discontinuation of the hotel operations. Refer note 40

8 Investments

	As at 31 March 2022	As at 31 March 2021
Quoted equity shares		
- Equity investments at fair value through other comprehensive income (fully paid-up)		
10,000 equity shares of Global Offshore Services Limited (31 March 2021: 10,000 shares)	0.45	0.06
22,699 equity shares of Puravankara Limited (31 March 2021: 22,699 shares)	2.42	1.59
4,000 equity shares of Cipla Limited (31 March 2021: 4,000 shares)	4.07	3.26
	6.94	**4.91**
Aggregate book value of quoted investments and market value thereof	6.94	4.91
Aggregate book value of unquoted investments	-	-
Aggregate amount of impairment in the value of investments	-	-

Information about the Group's exposure to credit and market risks, and fair value measurement, is included in Note 36.

Equity shares designated as at fair value through other comprehensive income (FVOCI)

The Company designated the investments shown below as equity shares at FVOCI because these equity shares represent investments that the Company intends to hold for long-term.

Fair value

	Dividend income for 20-21 for 20-21	Fair Value as at 31 March 2021	Dividend income for 21-22	Fair Value as at 31 March 2022
Investment in equity shares of Global Offshore Services Limited	-	0.06	-	0.45
Investment in equity shares of Puravankara Limited	-	1.59	-	2.42
Investment in equity shares of Cipla Limited	-	3.26	0.02	4.07
	-	**4.91**	**0.02**	**6.94**

Summary of significant accounting policies and other explanatory notes for the year ended 31 March 2022 (cont'd)

(All amounts are in ₹ million, unless otherwise stated)

9 Other financial assets

	As at 31 March 2022	As at 31 March 2021
Security deposits	6.54	10.22
Deposit with original maturity for more than 12 month (refer note 41)	-	19.40
	6.54	**29.62**

Fixed deposit with bank is classified as current assets during the year (31 March 2021: ₹ 19.40 million) which is held as debt service reserve account (DSRA) for term loan taken from HDFC bank. Subsequently, the term loan has been preclosed and classified as liability associated with assets held for sale as on 31 March 2022 and therefore deposit held as DSRA is also classified under assets held for sale. (refer note 41)

10 Income-tax assets (net)

	As at 31 March 2022	As at 31 March 2021
Advance tax, net of provision for taxation ₹ 48.04 million (31 March 2021: ₹ 2.72 million)	43.95	29.48
	43.95	**29.48**

11 Other non-current assets

Capital advances		
- Advance paid for purchase of investment property (refer note below)	1,497.94	53.23
Balance with government authorities	188.80	10.79
	1,686.74	**64.02**

Note:

Capital advance as at 31 March 2022 includes an amount paid to Legacy Global to acquire a property in Allalsandra village, Yelahanka Hobli, Bangalore North. The property is under construction and possession is expected to be received by 31 December 2022.

12 Current investments

	As at 31 March 2022	As at 31 March 2021
Unquoted- Investments in mutual funds		
Investment measured at fair value through Profit and Loss (fully paid-up)		
692.47 units of Ultra Short Bond Fund Direct Plan of Franklin India (31 March 2021: 28,057 units)	0.02	0.42
4,290 Unit of HDFC Liquid DP - Growth Option (31 March 2021 : Nil)	17.95	-
63,439 Unit of ICICI Liquid - DP Growth (31 March 2021 : Nil)	20.00	-
Nippon India Mutual Fund (ETF Liquid BGSE)	0.09	0.09
ICICI India Advantage Fund-III	1.78	1.78
Reliance Capital Asset Management	18.76	20.50
	58.60	**22.79**
Aggregate amount of quoted investments and market value thereof	-	-
Aggregate amount of unquoted investments	58.60	22.79
Aggregate amount of impairment in the value of investments	-	-

Information about the Group's exposure to credit and market risks, and fair value measurement, is included in note 36.

13 Trade receivables

	As at 31 March 2022	As at 31 March 2021
Unsecured, considered good		
- Dues from related parties (refer note 34)	-	4.33
- Dues from others	13.45	3.46
	13.45	**7.79**

The Group's exposure to credit and currency risks, and loss allowances related to trade receivables are disclosed in note 36.

(All amounts are in ₹ million, unless otherwise stated)

		As at 31 March 2022	As at 31 March 2021
	b. Outstanding for following periods from due date of payment:		
	Undisputed trade receivable, considered good		
	Less than 6 months	13.45	7.79
	6 months-1 year	-	-
	1- 2 years	-	-
	2- 3 years	-	-
	More than 3 years	-	-
		13.45	**7.79**
14	**Cash and cash equivalents**		
	Balances with banks		
	- in current accounts	944.80	9.50
		944.80	**9.50**
15	**Bank balances other than cash and cash equivalents**		
	Unpaid dividend account	21.91	26.32
	Deposits with original maturity more than 3 months but less than 12 months	80.10	-
		102.01	**26.32**

Notes:

Unpaid dividend account represents bank balances which are restricted for use and it relates to unclaimed dividend.

16 Loans

	As at 31 March 2022	As at 31 March 2021
Unsecured, considered good		
- Inter-corporate loans	1.02	0.72
Unsecured, credit impaired		
- Inter-corporate loans	18.83	18.83
Less: Expected credit loss for loans	(18.83)	(18.83)
	1.02	**0.72**

The Group's exposure to credit and currency risks, and loss allowances related to loans are disclosed in note 36.

17	**Other financial assets**		
			-
	Other receivables	0.04	0.34
		0.04	**0.34**
18	**Other current assets**		
	Prepaid expenses	0.48	1.92
	Other advances (refer note 27c)	2.03	4.79
		2.51	**6.71**

Summary of significant accounting policies and other explanatory notes for the year ended 31 March 2022 (cont'd)
(All amounts are in ₹ million, unless otherwise stated)

19 Equity share capital

	As at 31 March 2022	As at 31 March 2021
Equity share capital		
Authorised share capital		
20,000,000 (31 March 2021: 20,000,000) equity shares of ₹10 each	200.00	200.00
	200.00	**200.00**
Issued, subscribed and fully paid up		
13,101,052 (31 March 2021: 13,101,052) equity shares of ₹10 each	131.01	131.01
	131.01	**131.01**

(a) Reconciliation of the number of equity shares outstanding at the beginning and at the end of the reporting year is as given below:

	As at 31 March 2022			As at 31 March 2021	
	No of shares	**Amount**	**Amount**	**No of shares**	**Amount**
At the beginning of the year	13,101,052		131.01	13,101,052	131.01
Add: Shares issued during the year	-		-	-	-
Less: Forfeiture of shares during the year	-		-	-	-
Outstanding at the end of the year	**13,101,052**		**131.01**	**13,101,052**	**131.01**

(b) The rights, preferences and restrictions attaching to each class of shares including restrictions on the distribution of dividends and the repayment of capital:

The Company has one class of equity shares having a par value of Rs 10 per share. Each shareholder is eligible for one vote per share held. The dividend proposed by the Board of Directors is subject to the approval of the Shareholders in the ensuing Annual General Meeting, except in case of interim dividend. In the event of liquidation, the equity shareholders are eligible to receive the remaining assets of the Company after distribution of all preferential amounts if any, in proportion to their shareholding.

(c) Details of shareholder holding more than 5% shares in the Company

Name of the shareholder	As at 31 March 2022			As at 31 March 2021	
	% of holdings	**Amount**	**Amount**	**No of shares**	**Amount**
Embassy Property Developments Private Limited (Holding company)	73.41%		9,616,952	73.41%	9,616,952
Rajasthan Gum Private Limited	5.47%		716,890	5,47%	716,890

(d) Details of shares held by promoters

	As at 31 March 2022	As at 31 March 2021
Number of shares		
Embassy Property Developments Private Limited	9,616,952	9,616,952
Jitendra Virwani	48,835	48,835
C B Paradhanani	160,000	160,000
% of total share capital		
Embassy Property Developments Private Limited	73.41%	73.41%
Jitendra Virwani	0.37%	0.37%
C B Paradhanani	1.22%	1.22%
% change during the year		
Embassy Property Developments Private Limited	-	-
Jitendra Virwani	-	-
C B Paradhanani	-	-

(e) The Company has not allotted any fully paid up equity shares by way of bonus shares nor has bought back any class of equity shares during the period of five years immediately preceding the balance sheet date nor has issued shares for consideration other than cash.

(f) Particulars of each class of shares held by holding, ultimate holding, subsidiaries or associates of the holding company or the ultimate holding company:

	As at 31 March 2022	As at 31 March 2021
Embassy Property Developments Private Limited, Holding company	9,616,952	9,616,952

Summary of significant accounting policies and other explanatory notes for the year ended 31 March 2022 (cont'd)

(All amounts are in ₹ million, unless otherwise stated)

20 Other equity

	As at 31 March 2022	As at 31 March 2021
General reserve		
Balance at the beginning of the year	2,244.80	2,244.80
Add: transferred from statement of profit and loss for the year	-	-
Balance at the end of the year	**2,244.80**	**2,244.80**
Retained earnings		
Balance at the beginning of the year	430.76	425.49
Profit for the year	1,111.12	5.27
Acquisition of subsidiary	(27.97)	-
Balance at the end of the year	**1,513.91**	**430.76**
Capital Reserve - Common Control Business Combinations		
Balance at the beginning of the year	(2,034.10)	(2,034.10)
Changes during the year	-	-
Balance at the end of the year	**(2,034.10)**	**(2,034.10)**
Fair value of equity instruments		
Balance at the beginning of the year	(0.95)	(2.95)
Add: Net fair value gain on investments in equity instruments at FVOCI, net of tax effect	1.52	2.00
Balance at the end of the year	**0.57**	**(0.95)**
Remeasurements of defined benefit asset		
Balance at the beginning of the year	3.21	4.23
Add: Actuarial gain, net of tax effect	(2.10)	(1.02)
Balance at the end of the year	**1.11**	**3.21**
	1,726.29	**643.72**

For nature and purpose of reserves refer statement if changes in equity.

20.1 Capital management

For the purpose of the Company's capital management, capital includes issued equity share capital, and all other equity reserves attributable to the equity holders of the Company. The primary objective of the Company's capital management is to maximise the shareholder value.

The Company's policy is to maintain a strong capital base so as to maintain investor, creditor and market confidence and to sustain future development of the business. Management monitors the return on capital, as well as the level of dividends to equity shareholders. The Board of Directors seeks to maintain a balance between the higher returns that might be possible with higher levels of borrowing and the advantages and security afforded by a sound capital position.

The Company monitors capital using a ratio of 'adjusted net debt' to 'equity'. For this purpose, adjusted net debt is defined as total liabilities, comprising interest-bearing loans and borrowings less cash and cash equivalents and bank balances other than cash and cash equivalents. Equity comprises all components of equity. The Company's adjusted net debt to equity ratio is as follows:

	As at 31 March 2022	As at 31 March 2021
Total liabilities	2,396.17	1,537.40
Less: Cash and cash equivalents	944.80	9.50
Less: Bank balance other than cash and cash equivalents	102.01	26.32
Adjusted net debt	**1,349.36**	**1,501.58**
Total equity	1,857.30	774.73
Adjusted net debt to adjusted equity ratio	**0.73**	**1.94**

Summary of significant accounting policies and other explanatory notes for the year ended 31 March 2022 (cont'd)
(All amounts are in ₹ million, unless otherwise stated)

20.2 Earnings per share (EPS)

a.Computation of earnings per share is as follows:

	As at 31 March 2022	**As at 31 March 2021**
Profit after tax for the year, attributable to equity holders (continuing operations)	925.08	18.13
Loss after tax for the year, attributable to equity holders (discontinued operations)	186.04	(12.86)
Profit after tax for the year, attributable to equity holders (discontinued and continuing operations)	1,111.12	5.27

b.Reconciliation of basic and diluted shares used in computing earnings per share

Weighted average number of equity shares outstanding during the year for calculation of basic EPS	13,101,052	13,101,052
Effect of dilutive potential equity shares	-	-
Weighted average number of equity shares outstanding during the year for calculation of diluted EPS	**13,101,052**	**13,101,052**

c. Earnings per share:

Continuing operations		
(a) Basic (Rs)	70.61	1.38
(b) Diluted (Rs)	70.61	1.38
Discontinued Operations		
(a) Basic (Rs)	14.20	(0.98)
(b) Diluted (Rs)	14.20	(0.98)
Continuing & Discontinued operations		
(a) Basic (Rs)	84.81	0.40
(b) Diluted (Rs)	84.81	0.40

21 Borrowings

	As at 31 March 2022	As at 31 March 2021
Secured		
From bank (refer note (i) below)	490.20	1,197.85
From others (refer note (ii) below)	-	0.87
	490.20	**1,198.72**
Less: amount disclosed under liability classified as held for sale (refer note 41)	(490.20)	(30.66)
Non-convertible debentures ('NCD') (refer note iii)	1,222.91	-
	1,222.91	**1,168.06**

Information about the Group's exposure to interest rate, foreign currency and liquidity risks is included in note 36.

Notes:
Terms and repayment schedule
(i) From HDFC Bank Limited, amounting to ₹ 492.72 million (31 March 2021 : ₹ 1202.24 million)

Secured by:

- During the current year, the Company had release the charge on three floors of Delta building of Cessna park.

-84,512 sq.ft. and 169 car parks of the Alpha building, including undivided share of land, and assignment of receivables by way of rent from lessee are secured against the term loan from bank.

- Loan from HDFC Bank Limited carries interest rate of MCLR Plus 30 bps, and is repayable in 180 installments. The repayment of principal and interest commenced from February 2018.

-Debt service reserve account (DSRA) for 2 month interest and principal amount (refer note 9)

- There is no undrawn facility in respect of this loan.
- Subsequently in April 2022, the Company has sold two floor of Alpha building , consequently HDFC bank released the charge over the asset and the Company made the full closure of loan on 04 April 2022, hence the same has been classified as liabilties directly attributable with assets held for sale for the year ended 31 March 2022.

(ii) From Toyota Financial Services India Limited, amounting to ₹ Nil (31 March 2021 : ₹ 0.87 million)

- Secured by way of hypothecation of the vehicle Toyota Altis as first charge to the lender with a carrying value of ₹ Nil (31 March 2021: ₹1.52 million).

iii) Non convertible debenture

The Company had issued 999 redeemable, rated, listed, secured, Non-convertible debentures ("NCD") of face value of ₹ 1,000,000 each, aggregating to an amount of ₹ 999 million on 26 July 2021 and has subsequently issued 250 redeemable, unrated, unlisted, secured, non convertible debentures of face value of ₹ 1,000,000 each, aggregating to ₹ 250 million on 31 January 2022. The NCD issued are zero coupon, have a yield of 16% per annum on XIRR basis.

Fund raised by the issue of NCD shall be utilized by the Company solely for the following (and for no other purpose):

(a) making payments to the Embassy Property Developments Private Limited (Holding company) under the Turnkey Contract.
(b) making payments for all fees, costs and other general expenses incurred in relation to the Issue, as approved by the Debenture Trustee.

The issue of NCD has been secured against:

A. First ranking equitable mortgage over:
(i) all that piece and parcel of land admeasuring 2.22 acres situated at Municipal No. 28A(Old Municipal No. 28, still earlier Municipal No. 12), Sankey Road, Ward No. 78 (Old Corporation Site No. 2, Bellary Road), Vasanth Nagar, Bangalore, Karnataka (PID No. 78-121-28A) and the building being constructed thereon (‘Project’)
(ii) apartments held by Company in Embassy Habitat,Brighton Court, DLF Riverside and Kent Glass House
(iii) all that piece and parcel of the Land bearing Sy. No. 879/1, 883/3, of Maradu Village, Kanayannoor Taluk, Maradu Sub District, Ernakulam District, measuring 4.1 Ares along with a residential Building and Servant Quarters and other structures with electric and water connection and all fixtures and fittings therein and all the improvements
B. A first ranking exclusive charge over:
(i) all the Account Assets as defined under the debenture documents,
(ii) Company’s rights under the turnkey contract executed with Embassy Property Developments Private Limited
(iii) the Legacy Cirocco (Agreement to sell),
(iv) all receivables of the Company
(v) all movable assets in relation to the Project (including without limitation, the movable fixed assets in relation to the Project)
C. A first ranking exclusive pledge of shares of Blue Lagoon Real Estate Private Limited and Neptune Real Estate Private Limited
iv) Reconciliation of movements of liabilities to cash flow arising from financing activities (refer note 42B)

Summary of significant accounting policies and other explanatory notes for the year ended 31 March 2022 (cont'd)
(All amounts are in ₹ million, unless otherwise stated)

22 Short term borrowing

	As at 31 March 2022	As at 31 March 2021
Current maturity of long term borrowings (refer note 21)	-	30.66
	-	30.66

23 Trade payables

	As at 31 March 2022	As at 31 March 2021
Dues to micro enterprises and small enterprises	-	-
Dues to creditors other than micro enterprises and small enterprises	38.65	17.84
	38.65	**17.84**

a) Outstanding for following periods from due date of payment-

	Less than 1 year	1-2 years	2-3 years	More than 3 years	Total
As at 31 March 2021					
Dues to micro enterprises and small enterprises	-	-	-	-	-
Dues to creditors other than micro enterprises and small enterprises	17.84	-	-	-	17.84
As at 31 March 2022					
Dues to micro enterprises and small enterprises	-	-	-	-	-
Dues to creditors other than micro enterprises and small enterprises	38.65	-	-	-	38.65

b) The Group's exposure to currency and liquidity risks related to trade payables are disclosed in note 36.

c) Dues to micro enterprises and small enterprises

The Management has identified enterprises which have provided goods and services to the Group and which qualify under the definition of micro and small enterprises as defined under Micro, small and Medium Enterprises Development Act, 2006. Accordingly, the disclosure in respect of the amounts payable to such enterprises as at 31 March 2022 has been made in the financial statements based on information received and available with the Group. The Group has not received any claim for interest from any supplier under the said Act. Further in view of the Management, the impact of interest if any that may be payable in accordance with the provisions of the Act is not expected to be material.

24 Other current financial liabilities

	As at 31 March 2022	As at 31 March 2021
Interest accrued but not due	-	5.67
Security deposits	1.50	86.68
Capital creditors	10.31	33.95
Accrued salaries and bonus	0.19	3.76
Unpaid/unclaimed dividends	21.91	26.21
Other payables	40.49	16.46
	74.40	**172.73**

25 Current Provisions

Provision for employee benefits		
- Leave encashment	0.60	1.33
	0.60	**1.33**

26 Other current liabilities

Statutory dues payable	6.45	4.06
Capital advance	-	85.88
	6.45	**89.94**

Summary of significant accounting policies and other explanatory notes for the year ended 31 March 2022 (cont'd)

(All amounts are in ₹ million, unless otherwise stated)

27 Revenue from operations

	Year ended 31 March 2022	Year ended 31 March 2021
Sale of services		
Income from sale of electricity	105.55	81.12
Other operating revenue		
Rental income	114.22	149.79
	219.77	**230.91**

a)Disaggregation of revenue

The disaggregated revenues from contracts with customers by customer type and contract type best depicts how the nature, amount, timing and uncertainty of our revenues and cash flows are affected by industry, market and other economic factors.

	Time of revenue recognition	Year ended 31 March 2022	Year ended 31 March 2021
Sale of electricity	Over the period	105.55	81.12
Rental Income	Over the period	114.22	149.79
		219.77	**230.91**

b) Net revenues based on customer are as follows:

Other parties	208.55	218.54
Government company	11.22	12.37
	219.77	**230.91**

c) Contract balances

Contract asset relates to conditional right to consideration for completed performance under the contract. Accounts receivable are recorded when the right to consideration becomes unconditional.

	As at 31 March 2022	As at 31 March 2021
Trade receivables	13.45	7.79
Unbilled revenue (refer note 18)	0.33	-

d) Movement in contract assets

Contract assets at the beginning of the year	7.79	9.74
Amounts billed/(received) during the year, net	5.99	(1.93)
Contract assets at the end of the year	**13.78**	**7.79**

e) Performance obligation

The performance obligation is satisfied upon providing of services as and when rendered and accordingly there is no outstanding performance obligation as on 31 March 2022

28 Other income

	Year ended 31 March 2022	Year ended 31 March 2021
Interest income	4.13	3.15
Profit on sale of property, plant and equipment and assets held for sale	909.54	30.40
Profit on sale of investments	-	0.60
Other non-operating income	3.58	4.78
Reversal of provision for doubtful advances	21.18	-
	938.43	**38.93**

29 Employee benefits expense

Salaries and wages	13.85	20.41
Contribution to provident and other funds	0.90	0.90
	14.75	**21.31**

30 Finance costs

Interest expense on financial liabilities measured at amortized cost	59.50	103.83
Bank charges	0.08	0.08
	59.58	**103.91**

Summary of significant accounting policies and other explanatory notes for the year ended 31 March 2022 (cont'd)
(All amounts are in ₹ million, unless otherwise stated)

		Year ended 31 March 2022	Year ended 31 March 2021
31	**Depreciation and amortization expense**		
	Depreciation of property, plant and equipment (refer note 4)	19.34	19.83
	Depreciation on investment properties (refer note 5)	7.02	15.60
	Amortization of intangible assets (note 4)	-	0.10
		26.36	**35.53**
32	**Other expenses**		
	Legal, professional and consultancy charges	41.80	12.52
	Fair value changes in financial assets measured at fair value through statement of profit and loss	0.12	0.05
	Rates and taxes	35.70	37.06
	Power and fuel	0.30	3.71
	Repairs and maintenance of :-		
	i) Building (refer note 34)	4.71	5.67
	ii) Plant & machinery	21.15	14.59
	Corporate social responsibility (refer note (ii) below)	2.98	4.85
	Outsource Manpower	3.60	6.15
	Rent (refer note 34)	1.94	1.15
	Insurance	0.98	0.91
	Payment to auditors (refer note (i) below)	5.07	4.32
	Director's sitting fees	2.30	0.90
	Provision for doubtful advances (refer note (iii) below)	0.89	(5.17)
	Miscellaneous	0.46	1.53
		122.00	**88.24**

Note:

(i) Auditor's remuneration

As auditor		
- for statutory audit	4.54	4.04
- for certification services	0.40	-
Reimbursement of expenses	0.13	0.28
	5.07	**4.32**

(ii) Corporate Social Responsibility

As per Section 135 of the Companies Act, 2013, a Company, meeting the applicability threshold, needs to spend at least 2% of its average net profit for the immediately preceding three financial years on corporate social responsibility (CSR) activities. A CSR committee has been formed by the Company as per the Act. The funds are allocated to the activities which are specified in Schedule VII of the Companies Act, 2013.

	Year ended 31 March 2022	Year ended 31 March 2021
(i) Amount required to be spent by the Company during the year	2.87	4.77
(ii) amount of expenditure incurred,	2.98	4.85
(iii) shortfall at the end of the year,	-	-
(iv) total of previous years shortfall,	-	-
(v) reason for shortfall,	-	-
(vi) nature of CSR activities,	Promoting education and development of children	Promoting education and development of children

(iii) Provision created in an earlier years against certain advances considered doubtful of recovery, has now been reversed based on recovery of the advance.

Summary of significant accounting policies and other explanatory notes for the year ended 31 March 2022 (cont'd)

(All amounts are in ₹ million, unless otherwise stated)

33 Income tax

(a) Major components of income tax expense for the years ended 31 March 2022 and 31 March 2021:

	Year ended 31 March 2022	Year ended 31 March 2021
Current income tax:		
Current income tax charge	(12.42)	(2.72)
Taxes pertaining to earlier years (net)	-	-
Deferred tax:		
Relating to origination and reversal of temporary differences	1.99	-
Tax expense of continuing operations	**(10.43)**	**(2.72)**
Tax expense of discontinued operations	**(32.90)**	**-**
Income tax expense reported in the statement of profit or loss	**(43.33)**	**(2.72)**

(b) Deferred tax related to items recognised in Other Comprehensive income (OCI) during the year:

	Year ended 31 March 2022	Year ended 31 March 2021
Equity instruments through Other Comprehensive Income - net changes in fair value	(0.51)	-
Remeasurement of defined benefit assets	0.71	-
Income tax charged to OCI	**0.20**	**-**

(c) Reconciliation of tax expense and the accounting profit multiplied by India's domestic tax rate:

	Year ended 31 March 2022	Year ended 31 March 2021
Profit before tax from operations (continued and discontinued both)	1,154.45	17.16
	1,154.45	**17.16**
Tax at the Indian tax rate of 25.17% (31 March 2021 : 27.82%)	290.55	4.77
Effect of:		
Deferred tax asset on carryforward loss and temporary differences, net	3.78	5.25
Indexation benefit on sale of capital assets	(235.87)	-
Permanent difference on non-deductible expenses	(6.93)	3.41
Impact due to change in Income tax rate.	(1.11)	-
Standard deduction for income from house property	(7.29)	(10.71)
Income tax expense	**43.13**	**2.72**

(d) Deferred tax

Deferred tax assets have been recognised only to the extent of existing deferred tax liabilities, because it is not probable that future taxable profit will be available against which the Company can use the benefits therefrom.

(e) Recognised deferred tax assets and liabilities

Movement in temporary differences

Particulars	**Balance as at 31 March 2021**	**Recognised in profit or loss during 2021-22**	**Recognised in OCI during 2021-22**	**Balance as at 31 March 2022**
Property, plant and equipment and investment property	45.34	2.87	-	48.21
Investments in equity shares	(2.95)	0.26	0.51	(2.18)
Employee benefits	(0.40)	0.91	(0.71)	(0.20)
Provision for doubtful advances	(5.24)	0.50	-	(4.74)
Fair value of investments in mutual funds	(4.36)	4.36	-	-
Income tax loss carry forward	(32.39)	(10.89)		(43.28)
	-	**(1.99)**	**(0.20)**	**(2.19)**

(f) Expiration of losses carried forward

	As at 31 March 2022	As at 31 March 2021
31 March 2028	164.06	164.06

Notes:

i) The Company has unabsorbed depreciation loss of ₹ 9.96 million which can be carried forward indefinitely.

Summary of significant accounting policies and other explanatory notes for the year ended 31 March 2022 (cont'd)

(All amounts are in ₹ million, unless otherwise stated)

34 Related party disclosures

Related parties with whom transactions have taken place during the year

A. Holding company

Embassy Property Developments Private Limited

B. Fellow subsidiaries

Paledium Security Services LLP

We Work India Management Private Limited

Vikas Telecom Private Limited (till 01 April 2021)

Embassy Services Private Limited

C. Key management personnel

Director

Mr. P. B. Appiah

Mr. Suresh Vaswani

Ms. Tanya John

Mr. Aditya Virwani

Mr. PR Ramakrishnan

Mr. Sartaj Sewa Singh

Other officers

Ms. Chandana Naidu (Company Secretary)

Mr. Pranesh K Rao (Chief Financial Officer)

D. The following is a summary of related party transactions

	Year ended 31 March 2022	Year ended 31 March 2021
Capital advance given		
Embassy Property Developments Private Limited	1,122.26	-
Non convertible debenture		
Embassy Property Developments Private Limited	2.00	-
Outsource Manpower		
Paledium Security Services LLP	0.31	0.52
Brokerage and commission paid		
Embassy Property Developments Private Limited	0.39	-
Investment property under development		
Paledium Security Services LLP	0.86	3.45
Repairs and Maintainence- plant and machinery		
Embassy Property Developments Private Limited	0.87	1.35
Embassy Service Private Limited	1.24	-
Rent expense		
We Work India Management Pvt Ltd.	1.49	1.15
Sale of electricity		
Vikas Telecom Private Limited	-	68.75
Deposit Paid		
We Work India Management Pvt Ltd.	-	0.18

Summary of significant accounting policies and other explanatory notes for the year ended 31 March 2022 (cont'd)
(All amounts are in ₹ million, unless otherwise stated)

E. The following is a summary of related party transactions (cont'd)

	Year ended 31 March 2022	Year ended 31 March 2021
Repairs and Maintainence- Building		
Embassy Property Developments Private Limited	3.41	4.48
Staff welfare expenses		
Embassy Property Developments Private Limited	0.14	-
Expenses incurred on behalf of:		
Embassy Property Developments Private Limited	0.09	0.03

F. The following is a summary of balances payables /receivable from related parties:

	As at 31 March 2022	As at 31 March 2021
Trade Payable		
Paledium Security Services LLP	-	0.33
Embassy Property Developments Private Limited	1.60	1.49
Embassy Service Private Limited	0.59	-
Trade receivables		
Vikas Telecom Private Limited	-	4.33
Non convertible debenture		
Embassy Property Developments Private Limited	2.00	-
Capital Advance		
Embassy Property Developments Private Limited	1122.26	-
Capital Creditor		
Embassy Property Developments Private Limited	0.06	-
Deposit Balance		
We Work India Management Pvt Ltd.	0.18	0.18

G. Compensation of key management personnel of the Company:

(i) The remuneration of directors and other members of key management personnel during the year was as follows:

-

	As at 31 March 2022	As at 31 March 2021
Short-term employee benefits	13.23	20.73
	13.23	**20.73**

The remuneration of directors and key executives is determined by the remuneration committee having regard to the performance of individuals and market trends. Post employment benefit comprising gratuity and compensated absences are not disclosed as these are determined for the Group as a whole.

Summary of significant accounting policies and other explanatory notes for the year ended 31 March 2022 (cont'd)

(All amounts are in ₹ million, unless otherwise stated)

35 Contingent liabilities and commitments (to the extent not provided for):

	As at 31 March 2022	As at 31 March 2021
Estimated amount of contracts remaining to be executed on capital account and not provided for	1741.06	66.77

The Group has reviewed all its pending litigations and proceedings and has adequately provided for where provisions are required and disclosed as contingent liabilities where applicable, in its financial statements. The Group does not expect the outcome of these proceedings to have a materially adverse effect on its financial position. There are no contingent liabilities as at 31 March 2022 (31 March 2021: ₹ Nil). Further, there are no other commitments as on 31 March 2022 and 31 March 2021.

36 Financial instruments - fair value measurement and risk management

A Accounting classification and fair value

	Carrying value as at 31 March 2022	Fair value			Total
		Level 1	Level 2	Level 3	
Financial assets measured at amortised cost:					
Non current financial assets					
- Other Non-Current financial asset	6.54	-	-	-	-
Current financial assets					
- Trade receivables	13.45	-	-	-	-
- Cash and cash equivalents	944.80	-	-	-	-
- Bank balances other than cash and cash equivalents	102.01	-	-	-	-
- Loans	1.02	-	-	-	-
- Other current financial assets	0.04	-	-	-	-
Financial assets measured at fair value through other comprehensive income:					
Investments					
Non-current	6.94	6.94	-	-	6.94
Financial assets measured at fair value through profit and loss:					
Investments					
Current	58.60	58.60	-	-	58.60
Total	**1,133.40**	**65.54**	**-**	**-**	**65.54**
Financial liabilities measured at amortised cost:					
Non current financial liabilities					
- Long term borrowing	1,222.91	-	-	-	-
Current financial liabilities					
- Trade payables	38.65	-	-	-	-
- Other financial liabilities	74.40	-	-	-	-
Liabilities directly associated with assets held for sale	1,046.36	-	-	-	-
Total	**2,382.32**	**-**	**-**	**-**	**-**

The Group has not disclosed the fair values for financial instruments such as trade receivables, cash and cash equivalents, bank balances, other non-current financial assets other than other current financial assets, loans, borrowings, other non current financial liabilities, trade payables and other current financial liabilities because their carrying amounts are a reasonable approximation of fair value.

Summary of significant accounting policies and other explanatory notes for the year ended 31 March 2022 (cont'd)
(All amounts are in ₹ million, unless otherwise stated)

	Carrying value as at 31 March 2021	Fair value			Total
		Level 1	Level 2	Level 3	
Financial assets measured at amortised cost:					
Non current financial assets					
- Other Non-Current financial asset	29.62	-	-	-	-
Current financial assets					
- Trade receivables	7.79	-	-	-	-
- Cash and cash equivalents	9.50	-	-	-	-
- Loans	0.72	-	-	-	-
- Bank balances other than cash and cash equivalents	26.32	-	-	-	-
- Other current financial assets	0.34	-	-	-	-
Financial assets measured at fair value through other comprehensive income:					
Investments					
Non-current	4.91	4.91	-	-	4.91
Financial assets measured at fair value through profit and loss:					
Investments					
Current	22.79	22.79	-	-	22.79
Total	**101.99**	**27.70**	**-**	**-**	**27.70**
Financial liabilities measured at amortised cost:					
Non current financial liabilities					
- Borrowings	1,168.06	-	-	-	-
Current financial liabilities					
- Borrowings	30.66	-	-	-	-
- Trade payables	17.84	-	-	-	-
- Other financial liabilities	172.73	-	-	-	-
Total	**1,389.29**	**-**	**-**	**-**	**-**

The Group has not disclosed the fair values for financial instruments such as trade receivables, cash and cash equivalents, bank balances, other non-current financial assets other than other current financial assets, loans, borrowings, other non current financial liabilities, trade payables and other current financial liabilities because their carrying amounts are a reasonable approximation of fair value.

Measurement of fair values

The section explains the judgement and estimates made in determining the fair values of the financial instruments that are:

a) recognised and measured at fair value
b) measured at amortised cost and for which fair values are disclosed in the financial statements.

To provide an indication about the reliability of the inputs used in determining fair value, the Group has classified its financial instruments into the three levels prescribed under the accounting standard. An explanation of each level is mentioned below:

Level 1: Level 1 hierarchy includes financial instruments measured using quoted prices. This includes listed equity instruments, traded bonds and mutual funds that have quoted price. The fair value of all equity instruments (including bonds) which are traded in the stock exchanges is valued using the closing price as at the reporting period. The mutual funds are valued using the closing net asset value.

Level 2: The fair value of financial instruments that are not traded in an active market (for example, traded bonds, over-the counter derivatives) is determined using valuation techniques which maximise the use of observable market data and rely as little as possible on entity-specific estimates. If all significant inputs required to fair value an instrument are observable, the instrument is included in level 2.

Level 3: If one or more of the significant inputs is not based on observable market data, the instrument is included in level 3.

Summary of significant accounting policies and other explanatory notes for the year ended 31 March 2022 (cont'd)
(All amounts are in ₹ million, unless otherwise stated)

The fair value of the financial assets and liabilities is included at the amount at which the instrument could be exchanged in a current transaction between willing parties, other than in a forced or liquidation sale.
The Group has elected to measure all financial instruments, except investments, at ammortised cost.
Investments fall under the 'Level 1' hierarchy and are measured using quoted prices on the respective reporting dates.
The fair value of the financial assets and liabilities is included at the amount at which the instrument could be exchanged in a current transaction between willing parties, other than in a forced or liquidation sale.

C Financial risk management

The Group has exposure to the following risks arising from financial instruments:

- credit risk (refer note ii below)
- liquidity risk (refer note iii below)
- market risk (refer note iv below)

(i) Risk management framework

The Group's Board of Directors has overall responsibility for the establishment and oversight of the Group's risk management framework. The Group's risk management policies are established to identify and analyse the risks faced by the Group, to set appropriate risk limits and controls and to monitor risks and adherence to limits. Risk management policies and systems are reviewed regularly to reflect changes in market conditions and the Group's activities.

The Group's Audit Committee oversees how management monitors compliance with the Group's risk management policies and procedures, and reviews the adequacy of the risk management framework in relation to the risks faced by the Group.

(ii) Credit risk

Credit risk is the risk that counterparty will not meet its obligations under a financial instrument or customer contract, leading to a financial loss. The Group is exposed to credit risk from its operating activities (primarily trade receivables) and from its financing activities, including deposits with banks and financial institutions, inter-corporate deposits and other financial instruments.

The carrying amount of financial assets represents the maximum credit exposure.

Trade receivable and loans

The Group's exposure to credit risk is influenced mainly by the individual characteristics of each customer. However, management also considers the factors that may influence the credit risk of its customer base, including the default risk associated with the industry.
The Group has credit policies in place and exposure to the credit risk is monitored on an ongoing basis. A majority of Group's income is from the corporate customers by way of advance receipts and revenue from related parties. Credit evaluations are performed on all customers requiring credit over a certain amount and there is no concentration of credit risk. Due from related parties are considered recoverable by the management. Risk assessment is done for each corporate to whom the inter -corporate deposits are provided. Cash is placed with reputable banks and the risk of default is considered remote. Under the current economic conditions, management has assessed the recoverability of its trade receivables as at the reporting date and consider them to be recoverable.
Due to this factor, management believes that no additional credit risk is inherent in the Group's receivables . At the balance sheet date, there were no significant concentrations of credit risk.

The following table provides information about the exposure to credit risk and the expected credit loss for trade receivables:

-

	As at 31 March 2022		As at 31 March 2021	
	Carrying amount	**Provision amount**	**Carrying amount**	**Provision amount**
Less than 180 days	13.45	-	7.79	-
More than 180 days	-	-	-	-
	13.45	**-**	**7.79**	**-**

Summary of significant accounting policies and other explanatory notes for the year ended 31 March 2022 (cont'd)

(All amounts are in ₹ million, unless otherwise stated)

Loans and other financial asset:

Expected credit loss for loans and other financial assets is as follows:

-

Particulars		Period ended	Asset group	Estimated gross carrying amount at default	Expected probability of default	Expected credit losses	Carrying amount, net of impairment provision
Loss allowance measured at 12 month expected credit loss	Financial assets for which credit risk has not increased significantly since initial recognition	31 March 2022	Security deposits	6.54	-	-	6.54
			Other financial asset	0.04	-	-	0.04
			Loan	19.85	-	18.83	1.02
		31 March 2021	Security deposits	11.59	-	-	11.59
			Other financial asset	19.74	-	-	19.74
			Other loans	19.55	-	18.83	0.72

(iii) Liquidity risk

Liquidity risk is the risk that the Group will encounter difficulty in meeting the obligations associated with its financial liabilities that are settled by delivering cash or another financial asset. The Group's approach to managing liquidity is to ensure, as far as possible, that it will have sufficient liquidity to meet its liabilities when they are due, under both normal and stressed conditions, without incurring unacceptable losses or risking damage to the Group's reputation.

Management monitors rolling forecasts of the Group's liquidity position and cash and cash equivalents on the basis of expected cash flows to ensure it has sufficient cash to meet operational needs. Such forecasting takes into consideration the Group's debt financing plans, covenant compliance and compliance with internal statement of financial position ratio targets. Usually the excess of funds is invested in short term mutual funds and fixed deposits. This is generally carried out in accordance with practice and limits set by the Group. These limits vary to take into account the liquidity of the market in which the Group operates. The Cash flow with respect to project finances will be funded through internal accrual, loan from holding company and from Bank.

Financing arrangements

The Company has no undrawn borrowing facilities at the end of the reporting period.

Maturities of financial liabilities

The following are the remaining contractual maturities of financial liabilities at the reporting date. The amounts are gross and undiscounted contractual cash flow, and include contractual interest payments.

As at 31 March 2022

	Carrying amount	Total	Less than 1 year	1-3 years	More than 3 years
Borrowings	1,222.91	2,228.91	-	-	2,228.91
Trade payables	38.65	38.65	38.65	-	-
Other current financial liabilities	74.40	74.40	74.40	-	-
Liabilities directly associated with assets held for sale	1,046.36	1,046.36	1,046.36	-	-
	2,382.32	**3,388.32**	**1,159.41**	**-**	**2,228.91**

As at 31 March 2021

	Carrying amount	Total	Less than 1 year	1-3 years	More than 3 years
Borrowings	1,198.72	1,988.27	131.76	431.54	1,424.97
Other non current financial liabilities	0.17	0.17	-	-	0.17
Trade payables	17.84	17.84	17.84	-	-
Other current financial liabilities	172.73	172.73	172.73	-	-
	1,389.45	**2,179.01**	**322.33**	**431.54**	**1,425.14**

(iv) Market risk

Market risk is the risk that changes in market prices, such as foreign exchange rates, interest rates and equity prices, which will affect the Group's income or the value of its holdings of financial instruments. The objective of market risk management is to manage and control market risk exposures within acceptable parameters, while optimising the return. Market risk comprises of currency risk and interest rate risk. The Company is primarily exposed to fluctuation in interest rates.

Summary of significant accounting policies and other explanatory notes for the year ended 31 March 2022 (cont'd)

(All amounts are in ₹ million, unless otherwise stated)

Currency risk

The Company is exposed to currency risk to the extent that there is a mismatch between the currencies in which sales, purchases and borrowings are denominated and the respective functional currencies of transacting parties. The functional currency of the Company is ₹. Since the Company does not have any unhedged foreign currency exposure at the year end, it is not exposed to currency risk.

Interest rate risk

Interest rate risk is the risk that the future cash flows of a financial instrument will fluctuate because of changes in market interest rates. The Group's exposure to the risk of changes in market interest rates relates primarily to its long-term debt obligations with floating interest rates.

Exposure to interest rate risk

The exposure of the Group's borrowing to interest rate at the end of the reporting period are as follows :-

	As at 31 March 2022	As at 31 March 2021
Floating rate borrowings		
Borrowings	490.20	1,197.85
	490.20	1,197.85

A reasonably possible change of 100 basis points in interest rates at the reporting date would have increased (decreased) equity and profit or loss by the amounts shown below. This analysis assumes that all other variables remain constant.

	Impact on profit or loss		Impact on other components of equity	
	31 March 2022	31 March 2021	31 March 2022	31 March 2021
Increase by 50 base points	2.45	6.01	-	-
Decrease by 50 base points	(2.45)	(6.01)	-	-

Price risk

The Group's exposure to equity securities price risk arises from investments held by the group and classified in the balance sheet either as fair value through OCI or at fair value through profit or loss. To manage its price risk arising from investments in equity securities, the group diversifies its portfolio. Diversification of the portfolio is done in accordance with the limits set by the Group. The majority of the Group's equity investments are publicly traded and are included in the BSE and NSE index.

Sensitivity analysis – Equity price risk

	Impact on other components of equity	
	31 March 2022	31 March 2021
Increase by 10%	2.76	2.73
Decrease by 10%	(2.76)	(2.73)

Summary of significant accounting policies and other explanatory notes for the year ended 31 March 2022 (cont'd)

(All amounts are in ₹ million, unless otherwise stated)

37 Employee benefits obligations

A. Defined contribution plan

The Group has a defined benefit gratuity plan in India, governed by the Payment of Gratuity Act, 1972. The plan entitles an employee, who has rendered at least five years of continuous service, to gratuity at the rate of fifteen days wages for every completed year of service or part thereof in excess of six months, based on the rate of wages last drawn by the employee concerned.

The defined benefit plan for gratuity is administered by a single gratuity fund that is legally separate from the Group.

B. The amount recognised in the Balance sheet are as follow:

	As at 31 March 2022	As at 31 March 2021
Present value of obligation at the end of the year	1.40	1.12
Fair value of plan assets at the end of the year	2.56	2.58
Net assets recognised in the Balance Sheet	**(1.16)**	**(1.46)**
C. Reconciliation of the net defined benefit (assets)/ liability		
Reconciliation of present value of defined benefit obligation		
Balance at the beginning of the year	1.12	2.43
Service cost		
- Current service cost	0.30	0.38
Interest Cost	0.07	0.10
Benefits paid	(0.17)	(1.88)
Actuarial losses recognised in other comprehensive income		
- changes in financial assumptions	0.10	0.09
Balance at the year end	**1.42**	**1.12**
Reconciliation of the present value of plan assets		
		-
Balance at the beginning of the year	2.58	1.38
Expected return on plan assets	0.17	0.09
Contributions paid into the plan	0.08	-
Employer Direct benefit payments	-	1.88
Benefits paid	(0.17)	(1.88)
Actuarial gains/(losses)	(0.10)	1.11
Balance at the year end	**2.56**	**2.58**
C.(i) Expense recognised in profit or loss		
Current service cost	0.30	0.38
Interest cost	0.07	0.10
Expected return on plan assets	(0.17)	(0.09)
	0.20	**0.39**
C. (ii) Remeasurements recognised in other comprehensive income		
Actuarial loss on defined benefit obligation	0.10	0.09
Actuarial (gain)/loss on planned assets	0.10	(1.11)
	0.20	**(1.02)**
D. Plan assets		
Plan assets comprise of the following:		
Fair value of plan assets	2.56	2.58
	2.56	**2.58**

Summary of significant accounting policies and other explanatory notes for the year ended 31 March 2022 (cont'd)

(All amounts are in ₹ million, unless otherwise stated)

E. Defined benefit obligations

(i) Actuarial assumptions

Financial assumptions		
Discount rate	7.11%	6.45%
Future salary growth	6%	6%
Attrition rate	5.00%	5.00%
Demographic assumptions		
Withdrawal rate	5.00%	5.00%
Retirement age	60	60

At 31 March 2022, the weighted-average duration of the defined benefit obligation was 9.31 years (31 March 2021: 8.96 years).

(ii) Sensitivity analysis

Reasonably possible changes at the reporting date to one of the relevant actuarial assumptions, holding other assumptions constant, would have reflected the defined benefit obligation as the amounts shown below.

	As at 31 March 2022		As at 31 March 2021	
	Increase	**Decrease**	**Increase**	**Decrease**
Discount rate (100 basis points movement)	1.40	1.41	1.11	1.13
Future salary growth (100 basis points movement)	1.41	1.40	1.13	1.11
Attrition rate (100 basis points movement)	1.40	1.41	1.12	1.12

Although the analysis does not take account of the full distribution of cash flows expected under the plan, it does provide an approximation of the sensitivity of the assumptions shown.

38 Details of inter-corporate loans (other than related party)

(a) Terms and conditions on which inter-corporate loans have been given

Party name	Interest rate	Repayment terms	Purpose
IDS Nest Business Solutions Private Limited	15%	Repayable on demand	General
Thrishul Developers	18%	Repayable on demand	General
Marickar Plantations Private Limited	18%	Repayable on demand	General

Reconciliation of inter-corporate loans given as at the beginning and as at the end of the year (apart from related party loans):

	As at 31 March 2022	As at 31 March 2021
IDS Nest Business Solutions Private Limited		
At the commencement of the year	0.50	0.50
Add: given during the year	-	-
Less: repaid during the year	-	
At the end of the year	0.50	0.50
Thrishul Developers		
At the commencement of the year	11.83	17.00
Add: given during the year	-	-
Less: repaid during the year		(5.17)
At the end of the year	11.83	11.83
Provision created	(11.83)	(11.83)
Marickar Plantation Private Limited		
At the commencement of the year	7.00	7.00
Add: given during the year	-	-
Less: repaid during the year	-	-
At the end of the year	7.00	7.00
Provision created	(7.00)	(7.00)

Summary of significant accounting policies and other explanatory notes for the year ended 31 March 2022 (cont'd)
(All amounts are in ₹ million, unless otherwise stated)

39 Consolidated financial information
Additional information required to be disclosed pursuant to paragraph 2 of Division II of Schedule III to the Companies Act, 2013 - 'General instructions for the preparation of consolidated financial statements' as at and for the year ended 31 March 2022 is as follows:

Name of the entity in the group	Net assets, i.e., total assets minus total liabilities		Share in profit or loss		Share in other comprehensive income		Share in total comprehensive income	
	As % of consolidated net assets	Amount	As % of consolidated profit/ (loss)	Amount	As % of consolidated other comprehensive income	Amount	As % of consolidated total comprehensive income	Amount
Parent company								
Mac Charles (India) Limited	107.00%	1,987.03	100.00%	1,110.32	100.00%	(0.58)	100.00%	1,109.74
Indian subsidiary								
Airport Golf View Hotels and Suites Private Limited	0.00%	-	0.00%	3.97	0.00%	-	0.00%	3.97
Blue Lagoon Real Estate Private Limited	-1.00%	(11.17)	-1.00%	(7.52)	0.00%	-	-1.00%	(7.52)
Neptune Real Estate Private Limited	-6.00%	(111.58)	1.00%	10.81	0.00%	-	1.00%	10.81
Mac Charles Hub Project Private Limited	0.00%	(6.98)	0.00%	(6.46)	0.00%	-	0.00%	(6.46)
Total	**100.00%**	**1,857.30**	**100.00%**	**1,111.12**	**100.00%**	**(0.58)**	**100.00%**	**1,110.54**

Summary of significant accounting policies and other explanatory notes for the year ended 31 March 2022 (cont'd)

(All amounts are in ₹ million, unless otherwise stated)

40 Discontinued Operations

i During the current year, the management had discontinued hotel operations of the Company. Consequently, pursuant to the requirements of Ind AS 105 - Non Current Assets Held for Sale and Discontinued Operations, the Company had classified the assets and liabilities pertaining to the hotel business for the current and prior periods presented as 'Assets/ liabilities associated with discontinued operations' and measured them at lower of cost and fair value as at date of disposal.

On 04 January 2022, Board of directors approved sale or otherwise disposal in any manner of upto 100% of the shares held by the Company in Airport Golfview Hotels and Suites Private Limited and further approved by members by passing special resolution through postal ballot dated 08 February 2022. An agreement was entered by the Company on 21 March 2022 to sell 100% shares of Airport Golfview Hotels and Suites Private Limited having net asset of ₹ 73.35 million (including goodwill of ₹ 71.94 million) as on date of disposal, to a third party at a consideration of ₹ 291.39 million and booked a profit of ₹ 218.04 million.

The net profit/(loss) from the hotel operations (includes hotel operations through subsidiary which was sold during the year ended 31 March 2022 and Le Meridian hotel discontinued during the year ended 31 March 2020) of the Mac Charles (India) Limited has been presented separately as 'Discontinued operations' in the statement of profit/(loss).

ii The results from Hotel operations of the Company are as follows :

	Year ended 31 March 2022	Year ended 31 March 2021
Income		
a) Revenue from operations	45.36	47.24
b) Other income	218.94	3.69
Total income (a+b)	**264.30**	**50.93**
Expenses		
a) Cost of material consumed	24.67	29.41
b) Employee benefit expense #	7.00	12.89
c) Finance costs	0.13	0.11
d) Depreciation and amortization expense	1.88	2.22
e) Other expenses	11.68	19.16
Total expenses (a+b+c+d+e)	**45.36**	**63.79**
Profit/(loss) before tax	**218.94**	**(12.86)**
Tax expense	32.90	-
Profit/(loss) from discontinued operations after tax	**186.04**	**(12.86)**

Included employee termination benefits Nil (31st March 2021 : ₹ 5.95 million) incurred to meet termination settlement benefit expenses for employees of the discontinued hotel operations.

iii **The assets and liabilities from Hotel operations are as follows :**

	As at 31 March 2022	As at 31 March 2021
ASSETS		
Non-current assets		
Property, plant and equipment	-	46.39
Other intangible assets	-	0.06
Financial assets		
Other financial assets	-	1.36
Other non-financial assets	-	0.74
Current assets		
Inventories	-	4.03
Financial assets		
-Cash and cash equivalents	-	1.00
- Trade receivables	-	0.46
- Other financial assets	-	0.17
- Other non financial asset	-	3.42
Disposal group - assets held for sale	**-**	**57.63**
LIABILITIES		
Current liabilities		
Financial liabilities		
Total outstanding dues of creditors other than micro enterprises and small enterprises	-	1.68
Other financial liabilities	6.20	41.79
Other non-financial liabilities	-	12.77
Security deposits	0.60	0.60
Disposal group - liabilities directly associated with assets held for sale	**6.80**	**56.84**

Summary of significant accounting policies and other explanatory notes for the year ended 31 March 2022 (cont'd)

(All amounts are in ₹ million, unless otherwise stated)

iv The net cash flows from Hotel operations is as follows :

	Year ended 31 March 2022	Year ended 31 March 2021
Profit/ (loss) before tax from discontinuing operations	2.60	(12.86)
Adjustments:		
- Depreciation and amortization	1.88	2.22
- Interest	0.13	0.11
- Loss on sale of property, plant and equipment	-	4.65
- Others	-	(1.66)
	4.61	**(7.54)**
Working capital adjustments:		
- Trade receivables	-	2.02
- Inventory	1.45	(0.84)
- Current and non-current financial assets	(1.95)	1.77
- Current and non-current financial liabilities	(36.41)	(62.40)
- Other current and non-current assets	2.99	0.56
- Other current and non-current liabilities	(9.91)	0.22
Cash used in operation activities	**(39.22)**	**(66.21)**
Income taxes paid	0.33	0.19
Net cash used in operating activities [A]	**(38.89)**	**(66.02)**
Cash flows from investing activities		
Acquisition of property, plant and equipment	(0.06)	(3.90)
Proceeds from sale of property, plant and equipment	7.97	20.59
Net cash used in investing activities [B]	**7.91**	**16.69**
Cash flows from financing activities		
Interest paid	(0.13)	(0.11)
Intercorporate deposit received	15.00	-
Repayment of loans to holding Company	(8.61)	-
Net cash used in financing activities [C]	**6.26**	**(0.11)**
Decrease in cash and cash equivalents [A+B+C]	**(24.72)**	**(49.44)**

41 Assets held for sale

Management has committed to sell tangible assets of the Company in Kochi, Embassy Habitat, Bringhton court and Alpha property in cessna business park. Accordingly, the same is resented as a disposal group held for sale. Efforts to sell the disposal group have started and a sale is expected to be completed in 2022-23.

A. Impairment losses relating to the disposal group

There is no impairment loss of the assets held for sale to have been applied to reduce the lower of its carrying amount and its fair value less costs to sell.

B. Assets of disposal group held for sale

At 31 March 2022, the assets held for sale was stated at lower of its carrying amount and its fair value less costs to sell comprised the following.

	As at 31 March 2022	As at 31 March 2021
Assets held for sale		
Building	48.29	50.86
Investment Property	316.35	-
Land	-	388.89
Security deposits	1.97	-
Margin money deposit	19.40	-
	386.01	**439.75**
Liabilites associated with assets held for sale		
Borrowings	490.20	-
Trade payable	1.32	-
Interest accrued but not due	1.63	-
Security deposits	57.41	-
Capital advance	495.80	-
	1,046.36	**-**

C. Cumulative income or expenses included in OCI

There are no cumulative income or expenses included in OCI relating to the disposal group.

D. Measurement of fair values

Fair value is determined by independent valuer for these assets held under sale.

Summary of significant accounting policies and other explanatory notes for the year ended 31 March 2022 (cont'd)
(All amounts are in ₹ million, unless otherwise stated)

42 A) Ratios

Particulars	Numerator	Denominator	31 March 2022	31 March 2021	Variance
Current Ratio	Current Asset	Current Liabilities	1.29	1.55	-17%
Debt equity ratio	Debt	Networth	0.92	1.55	-40%
Debt Service coverage ratio	Profit before exception items	Finance cost + Principal repayment made for Non-current borrowings and Non-current lease liabilities	1.61	1.14	41%
Return on equity	Profit after tax	Average Shareholders' funds (Total equity)	0.60	0.007	8695%
Inventory turnover ratio	Sale of goods	Average Inventories of Finished stock	-	-	-
Trade receivables turnover ratio	Sale of goods/services	Average Gross Trade receivables (before provision)	20.69	26.34	-21%
Trade payables turnover ratio	Cost of materials consumed + Purchases of stock-in-trade + Changes in inventories of finished goods, work-in-progress and stock- in-trade + Other expenses	Average Trade payables	-	-	-
Net capital turnover ratio	Sale of goods	Current assets less current liabilities (excluding current maturity of Noncurrent borrowing and non-current lease liabilities)	0.27	0.99	-73%
Net profit ratio	Net Profit for the period	Total Income	96%	2%	4812%
Return on capital employed	Profit before exceptional items, tax and finance cost	Networth + Debt + Deferred tax liability	0.34	0.06	500%
Return on investment	Interest income from financial assets carried at amortised cost + Net gain on financial asset measured at fair value through profit and loss	Average (Non-current Investments + Current investments + Non-current loans receivable + Current loans receivable - Investments in equity instruments of subsidiaries)	0.08	0.11	-23%

*Basis change in current liability and classification of borrowings (HDFC loan) to current liability.

^Basis change in profit numbers and debt repayment.

#Basis change in profit on sale of assets.

Summary of significant accounting policies and other explanatory notes for the year ended 31 March 2022 (cont'd)
(All amounts are in ₹ million, unless otherwise stated)

B. Reconciliation of movements of liabilities to cash flow arising from financing activities

	Liability		Equity					
Particulars	**Loans**	**Debenture**	**Share Capital**	**General reserves**	**Retained earnings**	**Fair value of equity instruments**	**Remeasurements of defined benefit liability**	**Total**
Balance as at 31 March 2021	**1,204.38**	**-**	**131.01**	**2,244.80**	**430.77**	**(0.95)**	**3.21**	**4,013.22**
Proceeds from borrowings	15.00	1,249.00	-	-		-		1,264.00
Transaction costs related to borrowings	-	(145.00)	-	-		-		(145.00)
Repayment of borrowings	(710.39)	-	-	-		-	-	(710.39)
Liability ceased to exist in relation to subsidiary loan on disposition of the subsidiary	(15.00)	-	-	-		-	-	(15.00)
Total changes from financing activities	**(710.39)**	**1,104.00**	**-**	**-**	**-**	**-**	**-**	**393.61**
Other changes:-								
Liability-related								
Interest expense	59.63	118.91	-	-	-	-	-	178.54
Interest paid	(61.79)	-	-	-	-	-	-	(61.79)
Total liability related other changes	**(2.16)**	**118.91**	**-**	**-**	**-**	**-**	**-**	**116.75**
Total equity related other changes	**-**	**-**	**-**	**-**	**1,083.14**	**1.52**	**(2.10)**	**1,082.56**
Forfeiture of Shares	-	-	-	-		-	-	-
Balance as at 31 March 2022	**491.83**	**1,222.91**	**131.01**	**2,244.80**	**1,513.91**	**0.57**	**1.11**	**5,606.13**

Reconciliation of movements of liabilities to cash flow arising from financing activities

	Liability		Equity					
Particulars	**Loans**	**Debenture**	**Share Capital**	**General reserves**	**Retained earnings**	**Fair value of equity instruments**	**Remeasurements of defined benefit liability**	**Total**
Balance as at 31 March 2020	**1207.73**	**-**	**131.01**	**2,244.80**	**425.48**	**(2.95)**	**4.23**	**4,010.30**
Proceeds from borrowings	-		-	-		-		-
Transaction costs related to borrowings	-		-	-		-		-
Repayment of borrowings	(21.72)	-	-	-		-	-	(21.72)
Dividend paid	-	-	-	-		-	-	-
Total changes from financing activities	**(21.72)**	**-**	**-**	**-**	**-**	**-**	**-**	**(21.72)**
Other changes:-								
Liability-related								
Interest expense	102.65		-	-	-	-	-	102.65
Interest paid	(84.28)	-	-	-	-	-	-	(84.28)
Total liability related other changes	**18.37**	**-**	**-**	**-**	**-**	**-**	**-**	**18.37**
Total equity related other changes	**-**	**-**	**-**	**-**	**5.28**	**2.00**	**(1.02)**	**6.26**
Forfeiture of Shares	-	-	-	-				-
Balance as at 31 March 2021	**1,204.38**	**-**	**131.01**	**2,244.80**	**430.77**	**(0.95)**	**3.21**	**4,013.22**

Summary of significant accounting policies and other explanatory notes for the year ended 31 March 2022 (cont'd)

(All amounts are in ₹ million, unless otherwise stated)

43 Operating segment

Based on the "management approach" as defined in Ind AS 108 - Operating Segments, the Chief Operating Decision Maker (CODM) evaluates the Group performance and allocates resources based on an analysis of various performance indicators by business segments. Accordingly, information has been presented along these business segments viz. Revenue from Hotel, Investment property, Sale of electricity and others.
The accounting principles used in the preparation of the financial statements are consistently applied to record revenue and expenditure in individual segments, and are as set out in the significant policies. Segment result represents profit before tax and depreciation. For the purpose of segment reporting, the Group has included interest income and interest expense under "Others".
Since the information about segment assets and segment liabilities are not reviewed by the CODM, the Group has not presented such information as a part of its segment disclosure which is in accordance with the requirements of Ind AS 108.
Certain items are not specifically allocable to individual segments as the underlying services are used interchangeably. The Group, therefore, believes that it is not practicable to provide segment disclosures relating to such items, and accordingly such items are separately disclosed as unallocated.

(i) Segment revenue:

	Year ended 31 March 2022	Year ended 31 March 2021
Sale of services		
a) Office rental	113.60	149.79
b) Sale of electricity	105.55	81.12
Revenue from Continuing Operation	**219.15**	**230.91**

(ii) Segment result

	Year ended 31 March 2022	Year ended 31 March 2021
a) Office rental	103.96	138.84
b) Sale of electricity	61.66	52.01
Total Segment results from Continuing Operation	**165.62**	**190.85**
Less/Add: reconciling items		
-Interest	(59.58)	(103.91)
-Other unallocated expenditure net off unallocated Income	855.84	(30.54)
-Depreciation	(26.36)	(35.54)
Profit before exceptional item and tax from continuing operation	**935.50**	**20.85**
Exceptional Items	-	-
Profit before tax from continuing operation	**935.50**	**20.85**
Results from Hotel segment (Discontinued operations)	218.94	(12.86)
Profit/ (loss) before tax from discontinued operations	**218.94**	**(12.86)**
Total Profit before tax	**1,154.44**	**7.99**

Geographical information

The Group has not disclosed geographical segments, because it derives all it's revenue from India.

Revenue from major services

The Group's revenue from continuing operations from its major products or services are as follows:

	Year ended 31 March 2022	Year ended 31 March 2021
Sale of services		
a) Office rental	113.60	149.79
b) Sale of electricity	105.55	81.12

Summary of significant accounting policies and other explanatory notes for the year ended 31 March 2022 (cont'd)

(All amounts are in ₹ million, unless otherwise stated)

Information about major customers

Revenue from top two customers of the Group's leasing of commercial office space segment is ₹ 113.60 million which is more than 10% of the segment's total revenue. Revenue from top one customer of the Group's sale of electricity segment is ₹ 94.33 million which is more than 10% of the segment's total revenue. The Group does not derive more than 10% of it's revenues in other segments from a single customer.

44 On 06 January 2022, the Group had acquired 9,999 equity shares of Mac Charles Hub Project Private Limited (formerly known as Embassy Industrial Parks Bhiwandi Private Limited) of face value of ₹ 10 each aggregating to total consideration of ₹ 99,990 thereby making it its wholly owned subsidiary.The transaction has been dealt as per Appendix C of Ind AS 103- Business Combinations, Business combinations of entities under common control.

45 No funds have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the Company to or in any other persons or entities, including foreign entities ("Intermediaries") with the understanding whether recorded in writing or that Intermediary shall lend or invest in party identified by or on behalf of Company (Ultimate Beneficiaries).The Company has not received any fund from any partys (Funding party) with the understanding that the Company shall whether, directly or indirectly lend or invest in other persons or entities identified by or on behalf of the Company ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.

46 Additional information as required under paragraph 5 of Part II of the Schedule III to the Act, to the extent either "Nil" or "Not applicable" has not been furnished.

47 Previous year's comparatives have been regrouped wherever necessary to conform to the current year's presentation.

As per our report of even date attached

For **Walker Chandiok & Co LLP**
Chartered Accountants
Firm registration number : 001076N/N500013
Sd/-
Ashish Kedia
Partner
Membership No : 215834

Place: Bengaluru
Date:30 May 2022

For and on behalf of the Board of Directors of
Mac Charles (India) Limited

Sd/-	Sd/-
P B Appiah	**P R Ramakrishnan**
Director	Director
DIN: 00215646	DIN : 00055416
Sd/-	Sd/-
Chandana Naidu	**Pranesha K Rao**
Company Secretary	Chief Financial Officer
ACS No. 25570	

Place: Bengaluru
Date:30 May 2022

FORM FOR REGISTERING E-MAIL ID

To

FOR SHARES HELD IN PHYSICAL MODE
Please complete this form and send it to:

SHAREHOLDERS HOLDING SHARES INDEMAT MODE
Please inform your respective DepositoryParticipant

BgSE Financials Limited
Registrar & Transfer Agent (RTA Division)
No. 51, 1st Cross, J.C. Road, Bengaluru - 560 027.Tel: 080 - 4132 9661, Fax: 080 - 4157 5232
Email: avp_rta@bfsl.co.in

Dear Sir,

Sub: Registering of e-mail address for service of documents through e-mail

I hereby request the Company to register my e-mail address given below and give consent for service of documents includingthe Notice of Shareholders' Meeting & Postal Ballot, Balance Sheet, Profit & Loss Account, Auditor's Report, Board's Report etc.,through e-mail;

1. Folio No. :

2. Name of the 1st Registered Holder :

3. E-mail address :

....

Signature of the 1st registered holder as perthe specimen signature with the company

Name :
Place :
Date :